




Our Company was incorporated in the name of “**Toplight Commercial Limited**” on July 17, 1985, in Kolkata, West Bengal, as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 17, 1985, issued by the Registrar of Companies - Kolkata, West Bengal.

Registered office: 7A Bentinck Street, 1st Floor Kolkata 700001, West Bengal, India
Contact Person: Mr. Ajit Jain, Company Secretary & Compliance Officer; **Tel No:** (033) 2248 4400 / 7676
E-Mail ID: toplightkol@gmail.com; **Website:** www.toplightltd.com; **CIN:** L51909WB1985PLC039221

OUR PROMOTERS: (I) AVISEKH SARAF (II) BIMAL GUPTA (III) KUMKUM GUPTA (IV) NIRMAL KUMAR SARAF (V) PUSHPA AGARWAL (VI) SURESH KUMAR AGARWAL (VII) TARA CHAND AGARWAL AND (VIII) UDIT GUPTA		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY		
<p>ISSUE OF UP TO 28,67,060 EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEES TEN ONLY) (“RIGHTS EQUITY SHARES”) EACH AT A PRICE OF ₹10/- PER EQUITY SHARE (“ISSUE PRICE”) FOR AN AMOUNT AGGREGATING UPTO ₹286.71 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, [●] (“THE ISSUE”). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 111 OF THIS DRAFT LETTER OF OFFER.</p> <p><i>* Assuming full subscription with respect to Rights Equity Shares</i></p>		
WILFUL DEFAULTER OR A FRAUDULENT BORROWER		
Neither our Company nor our Promoters or any of our Directors have been or are identified as Wilful Defaulter and/or Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the Reserve Bank of India.		
GENERAL RISKS		
Investment 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 our Company and the Issue including the risks involved. The Rights Equity Shares being offered in this Issue have not been recommended or approved by Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Investors are advised to refer to the “ Risk Factors ” on page 19 of this Draft Letter of Offer before making an investment in the Issue.		
ISSUER’S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.		
LISTING		
The existing equity shares of our Company are listed on The Calcutta Stock Exchange Limited (“CSE”) . Our Company has received “in-principle” approval from The Calcutta Stock Exchange Limited (“CSE”) for listing the Rights Equity Shares vide their letter dated [●]. For the purposes of the Issue, the Designated Stock Exchange is CSE.		
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	REGISTRAR TO THE COMPANY
 <p>FINSHORE Creating Enterprise Managing Values</p> <p>FINSHORE MANAGEMENT SERVICES LIMITED “Anandlok”, Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: +91 33 22895101 / +91 33 4603 2561 Email Id: info@finshoregroup.com Website: www.finshoregroup.com Investor Grievance Email Id: investors@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN No: U74900WB2011PLC169377</p>	 <p>CAMEO CORPORATE SERVICES LIMITED “Subramanian Building”, No. 1, Club House Road, Chennai - 600 002, Tamil Nadu, India Telephone: 044-40020700 (5 Lines) Email: priya@cameoindia.com Contact Person: Ms. K. Sreepriya, Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN No: U67120TN1998PLC041613</p>	 <p>NICHE TECHNOLOGIES PRIVATE LIMITED 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, West Bengal, India Telephone: (033) 2280 6616 / 6617 / 6618 Email: nichetechpl@nichetechpl.com Investor Grievance Email: investor_grievance@nichetechpl.com Contact Person: Mr. Ashok Sen Website: www.nichetechpl.com SEBI Registration Number: INR000003290 CIN No: U74140WB1994PTC062636</p>
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSSES ON[#]
[●]	[●]	[●]

Pursuant to the January 22 – Rights Issue Circular, 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 dematerialised form.

*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 accounts of the Renounces on or prior to the Issue Closing Date.

[#]Our Board or a duly authorised 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 Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

General Terms

TERMS	DESCRIPTIONS
“Toplight Commercial Limited”, “TCL”, “TOPLIGHT”, “The Company”, “Our Company”, or “Issuer”	Unless the context otherwise indicates or implies, “Toplight Commercial Limited”, a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at 7A Bentinck Street, 1st Floor Kolkata 700001, West Bengal, India
“We”, “Our”, or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries
Our Promoters or Promoters of the Company	The promoters of our Company being (I) Mr. Avisekh Saraf (II) Mr. Bimal Gupta (III) Mrs. Kumkum Gupta (IV) Mr. Nirmal Kumar Saraf (V) Mrs. Pushpa Agarwal (VI) Mr. Suresh Kumar Agarwal (VII) Mr. Tara Chand Agarwal and (VIII) Mr. Udit Gupta
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed by our Company to the Stock Exchange from time to time

Conventional Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
CAGR	Compounded annual growth rate
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
COVID/COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
Exchange Information	Collectively constitutes and includes, but is not limited to, a description of the nature of our Company’s business and our Company’s most recent balance sheet and profit and loss account, and similar statements for preceding years together with press releases, announcements, investor education presentations and annual reports.

Toplight Commercials Limited

TERMS	DESCRIPTIONS
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
Income Tax Act or the I.T. Act / IT Act	The Income Tax Act, 1961, as amended till date.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
Ind GAAP	Generally Accepted Accounting Principles in India.
IFRS	International Financial Reporting Standards
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Draft Letter of Offer.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended thereto.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Issue Related Terms

TERMS	DESCRIPTIONS
“Abridged Letter of Offer” or “ALOF”	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
“Allot”, “Allotment” or “Allotted”	Allotment of Rights Equity Shares pursuant to this Issue.
“Allotment Accounts”	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account 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 Date”	Date on which the Allotment shall be made pursuant to this Issue.
“Allottee(s)”	Person(s) who shall be Allotted Rights Equity Shares pursuant to the Allotment.
“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.
“Application Form” or Composite Application Form / CAF	The form used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue.
“Applicant(s)” or “Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to this Issue in terms of this Draft Letter of Offer.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form or Composite Application Form / CAF multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment/Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount/Application money in the ASBA Account.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Letter of Offer.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;
ASBA Circulars	Collectively, the SEBI circulars bearing reference numbers SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, CIR/CFD/DIL/1/2011 dated April 29, 2011, and SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
ASBA Forms	An application form, whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Draft Letter of Offer.
Banker to the Issue/Refund Bank/Escrow Collection Bank	Bank which are clearing members and registered with SEBI as banker to an issue/Refund Bank and with whom the Rights Issue Account will be opened, in this case being “/●/”
Banker to the Issue Agreement	Agreement dated /●/ entered into by and amongst the Company, Lead Manager, the Registrar and the Banker of the Issue for collection of the Application Money from Investors making an application through the ASBA facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts

TERMS	DESCRIPTIONS
	collected from Investors and providing such other facilities and services as specified in the agreement.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under the Issue, as described in the Section <i>“Terms of the Issue”</i> beginning on page 111 of this Draft Letter of Offer.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
CSE	The Calcutta Stock Exchange Limited
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Consolidated certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form;
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Rights Issue Account, as appropriate in terms of the Letter of Offer and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names are mentioned on website of the stock exchanges as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Stock Exchange	The Calcutta Stock Exchange Limited
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible Equity Shareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “Notice to Investors” on page 11 of this Draft Letter of Offer
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Letter of Offer constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.

TERMS	DESCRIPTIONS
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Letter of Offer constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Issue/Rights Issue/Issue Size	Rights Issue of 28,67,060 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹10/- per Equity Share aggregating to ₹286.71 lakhs by our Company, in terms of this Draft Letter of Offer.
Issue Agreement	The Issue Agreement dated 27th April, 2023 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹10/- per Equity Share.
Issue Proceeds	The proceeds of the Issue that are available to our Company.
Lead Manager/LM	Finshore Management Services Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and The Calcutta Stock Exchange Limited
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
“Off Market Renunciation”	The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Eligible Shareholders are requested to ensure that renunciation through off- market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Other 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.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated

TERMS	DESCRIPTIONS
	organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
“Record Date”	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●].
“Renouncee(s)”	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
“Renunciation Period”	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.
“Rights Entitlements” / “REs”	The right to apply for the Rights Equity Shares, being offered by way of this Issue, by an Investor, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, in this case being 1 (One) Rights Equity Share for every 1 (One) Equity Shares held by an Eligible Equity Shareholder, on the Record Date.
“Rights Entitlement Letter”	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
“Rights Equity Shareholders”	A holder of the Rights Equity Shareholders, from time to time.
“Rights Equity Shares”	Equity shares of our Company to be Allotted pursuant to this Issue, on fully paid-up basis on Allotment.
Rights Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar to the Company	Niche Technologies Private Limited
Registrar to this Rights Issue	Cameo Corporate Services Limited
Registrar Agreement	The agreement dated 26th April, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category(ies)	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/ RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Securities and Exchange Board of India (Listing Obligations and

Toplight Commercials Limited

TERMS	DESCRIPTIONS
Regulations/ SEBI (LODR)	Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	The erstwhile Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Kolkata are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Kolkata are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.
Willful Defaulter(s) or a Fraudulent Borrower (s)	A person or an issuer who or which is categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters or a fraudulent borrower issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

Company Related Terms

TERMS	DESCRIPTIONS
AGM	Annual General Meeting
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Auditor / Statutory Auditor	The Statutory Auditors of our Company, being Ashok Kumar Duggar & Associates, Chartered Accountants, 9, Princep Street, Ground Floor, Kolkata – 700072, India
Audit Committee	Audit Committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchange from time to time.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our Company being “ Mr. Udit Gupta ” Whole-time Director designated as CFO.
CIN	Corporate Identification Number being L51909WB1985PLC039221
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our Company being “ Mr. Ajit Jain ”.
Corporate Social Responsibility committee	Corporate Social Responsibility committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchanges from time to time.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this Draft Letter of Offer, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in “Our Group Companies”
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.

Toplight Commercial Limited

TERMS	DESCRIPTIONS
ISIN	International Securities Identification Number, in this case being “INE839B01011”
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 51 of this Draft Letter of Offer.
MD	Managing Director
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer.
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchange from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Promoters	Shall mean promoters of our Company as mentioned in this Draft Letter of Offer.
Registered & Corporate Office	Registered Office of the Company is presently situated at 7a, Bentinck Street, 1st Floor, Room No. 105, Kolkata-700001, West Bengal, India
RoC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal located at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.Bose Road, Kolkata - 700020
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director

Technical and Industry related terms

TERMS	DESCRIPTIONS
ASSOCHAM	Associated Chambers of Commerce of India
AHF	Affordable Housing Fund
CPI	Consumer Price Index
EPFO	Employees’ Provident Fund Organisation
ESI	Employee State Insurance
EPCG Scheme	Export Promotion Capital Goods Scheme
EU	European Union
FCNR	Foreign Currency Non-Resident
FY	Financial Year
GDP	Gross Domestic Product
GVA	Gross Value Added
GIC	Government of Singapore Investment Corporation
HFC	Housing Finance Company
HDFC	Housing Development Finance Corporation Limited
IBEF	India Brand Equity Foundation
ICRA	Investment Information and Credit Rating Agency
INR	Indian Rupees Rate
IT	Information Technology
MOCI	Ministry of Commerce and Industry
MSME	Micro & Small Enterprise
MT	Metric Tonne
NHB	National Housing Bank
NRI	Non-Resident Indian
PE Investments	Private Equity Investments
PMAY	Pradhan Mantri Awas Yojana
SEZ	Special Economic Zone
REIT	Real Estate Investment Trust
SOP	Standard Operating Procedures

Abbreviations

TERMS	DESCRIPTIONS
Rs. or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
CSE	The Calcutta Stock Exchange Limited
CAPEX	Capital expenditures
CARO	Companies (Auditor's Report) Order, 2020.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IEPF	Investor Education Protection Fund
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NSE	The National Stock Exchange of India Limited
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.

TERMS	DESCRIPTIONS
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sq. ft.	Square feet
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this Draft Letter of Offer will have the same meaning as assigned to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made there-under.

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and any other Issue material and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer/Abridged Letter of Offer, Application Form, Rights Entitlements Letter and other Issue material (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email address; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard. Investors can also access the Draft Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Managers, the Stock Exchanges.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer has been filed with the CSE for observation. Accordingly, this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form or any Issue materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in or into any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction and the Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdictions 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 Draft Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements 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 subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form. Envelopes containing the CAF should not be dispatched from the jurisdiction where it would be illegal to make an offer and all the person subscribing for the Rights Equity Shares in the Issue must provide an Indian address.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Equity shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or its affiliates to make any filing or registration (other than in India).

Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Draft Letter of Offer, Letter of Offer, the Abridged 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 at any time subsequent to the date of this Draft Letter of Offer, Letter of Offer and the Abridged Letter of Offer or the date of such information.

The contents of this Draft Letter of Offer should not be construed as business, financial, legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Manager is 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.

NO OFFER IN THE UNITED STATES

The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Letter of Offer, Abridged Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Equity Shares and Right Entitlements have not been and will not be registered under the United States Securities Act, 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 or the territories or possessions thereof (the “**United States**” or “**U.S.**”) or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act (“**Regulation S**”), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Share referred to in this Draft Letter of Offer are being offered in India, but not in the United States. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, this Draft Letter of Offer/ Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company, has reason to believe is, either a U.S. person (as defined in Regulation S) or otherwise in the United States when the buy order is made. No application form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer, and all persons subscribing for the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Rights Shares in India. Our Company is making this issue of Rights Equity Shares on a rights basis to the eligible equity shareholders and the Letter of Offer/Abridged Letter of Offer and CAF will be dispatched to (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid e-mail address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email address; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders.

Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a U.S. person (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

Our Company, in consultation with the Lead Manager, 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 of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the Application Form is incomplete or the acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not

provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form. Rights Entitlement may not be transferred or sold to any person in the United States of America.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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 FROM THE LEAD MANAGER FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this Draft Letter of Offer are to the Republic of India.

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

In this Draft Letter of Offer, the terms “we”, “us”, “our”, “the Company”, “our Company”, “Issuer”, “Issuer Company”, “TCL”, “TOPLIGHT” and “Toplight Commercials Limited” unless the context otherwise indicates or implies, refers to “Toplight Commercial Limited”.

In this Draft Letter of Offer, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this Draft Letter of Offer, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial information in this Draft Letter of Offer is extracted from Audited Financial Results for the period ended 31 March 2023 and Audited Financial Statements of the Company for the financial Year ended 31 March 2022 which have been prepared in accordance with Indian Accounting Standard (Ind AS).

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Letter of Offer, including in the Sections titled “*Risk Factors*”; “*Our Business*”; “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 19, 47, and 100 respectively, have been calculated on the basis of the Audited Financial Statements of our Company included in this Draft Letter of Offer.

Currency and Units of Presentation

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

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

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Letter of Offer has been derived from India Brand Equity Foundation (IBEF), Marine Products Export Development Authority (MPEDA), Ministry of Commerce and Industry and other publicly available sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Draft Letter of Offer is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled “*Risk Factors*” beginning on page 19 of this Draft Letter of Offer. Accordingly, investment decisions should not be based on such information.

Exchange Rates

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

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

Currency	As at	
	March 31, 2023 (₹)	March 31, 2022 (₹)
1 USD	82.23	75.81
1 EUR	89.61	84.66

(In case March 31 of any of the respective years is a public holiday, the previous working day has been considered.)

Source: RBI reference rate and <https://www.fbil.org.in/>

FORWARD LOOKING STATEMENT

The Company has included statements in this Draft Letter of Offer which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Draft Letter of Offer (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “*Risk Factors*”; “*Industry Overview*”; “*Our Business*”; and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”; beginning on page no. 19, 44, 47 and 100, respectively, of this Draft Letter of Offer.

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

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

- Uncertainty of the continuing impact of Covid-2019 on our financial conditions and operations;
- We often face significant operational costs. This includes expenses related to property maintenance, repairs, utilities, staff salaries, marketing, and administrative tasks. If these costs are not managed effectively, they can eat into the company's profits;
- We heavily rely on the occupancy and rental income generated by tenants. If a major tenant decides to vacate or defaults on rent payments, it can have a significant negative impact on the company's cash flow and profitability.
- Our ability to have reliable and skilled maintenance staff or contractors to address issues related to regular maintenance and repairs to ensure they remain attractive and functional for tenants
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Any disruption in our sources of funding or increase in costs of funding;
- Inadequate rent collection practices can result in financial instability for the company.
- Our ability to obtain certain approval and licenses;
- Our ability to manage our operations at our current size or to manage any future growth effectively; and
- Exchange rate fluctuations and exchange controls and policies.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Draft Letter of Offer until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to prospective Investors.

(A) PRIMARY BUSINESS OF OUR COMPANY:

Our company has constructed and operating a renowned commercial Mall project in south Kolkata called “The Gariahaat Mall” situated at 13, Jamir Lane, Kolkata – 700019 since 2005 and leased out the spaces to reputed Indian companies. It is a Centrally Air-Conditioned Complex having Basement + Ground + 6 (Six) Storied having total commercial space of 85,785 sq. ft. (excluding sold out area).

The Company earns from collecting lease rent, Common Area Maintenance & Electricity Charges, etc.

For further detailed information, please refer to the chapter titled “*Our Business*” beginning from page no. 47 of this Draft Letter of Offer.

(B) OBJECTS OF THE ISSUE:

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

Sr. No.	Particulars	Amount (₹ In Lakhs)
A	To meet the cost of Repairs, Maintenance & Renovation of the Gariahaat Mall	205.83
B	Issue related expenses	19.90
C	General corporate purposes	60.98
	Total Issue Proceeds	286.71

For further details, please refer chapter “*Objects of the Issue*” beginning from page no. 39 of this Draft Letter of Offer.

(C) INTENTION AND EXTENT OF PARTICIPATION IN THE ISSUE BY THE PROMOTER:

Our Promoter(s) have, vide their letters dated July 17, 2023 (the “Subscription Letters”) undertaken:

- (a) To subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of the Company except for six promoters who have expressed their intention to renounce in part or in full of their entitlements in favour of any other Promoter(s) or member(s) of the Promoter Group of the Company; and
- (b) not to subscribe to Additional Right Equity Shares, over and above their respective Rights Entitlement and the Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of the Company,
- (c) not to subscribe to the unsubscribed portion (if any) of Public Category in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such participation of additional Rights Equity Shares (i.e., by subscribing to the Equity shares that may be renounced by any Promoter(s) in favour of any other Promoter(s)) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of the Company in accordance with provisions of the Takeover Regulations. Further, our Promoters have undertaken that they will ensure compliance with the minimum public shareholding requirements, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.”

(D) SUMMARY OF OUTSTANDING LITIGATIONS:

Sr No.	Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
1.	Filed against the Company		
	<i>Criminal & Civil Cases</i>	-	-
	<i>Direct Tax & Indirect Tax</i>	5	21,339,551
2.	Filed against Promoters & promoter group		
	<i>Criminal & Civil Cases</i>	-	-
	<i>Direct Tax & Indirect Tax</i>	-	-
	TOTAL	5	21,339,551

For further details, please refer chapter “*Outstanding Litigations and Material Developments*” beginning from page 102 of this Draft Letter of Offer.

(E) CROSS REFERENCE TO THE SECTION TITLED “RISK FACTORS”:

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 offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Letter of Offer. For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “*Risk Factors*” beginning on page no. 19 of this Draft Letter of Offer.

(F) SUMMARY OF CONTINGENT LIABILITIES AS DISCLOSED IN THE FINANCIAL STATEMENTS:

As on March 31, 2023 we had Contingent Liability of ₹195.81 Lakhs which has not been provided in our financial statements and which could affect our financial position. Details of Contingent Liabilities and commitments are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
1. Other Contingent Liabilities		
Claims, not acknowledged as debt	195.81	189.66

(G) SUMMARY OF RELATED PARTY TRANSACTIONS AS DISCLOSED IN THE FINANCIAL STATEMENTS:

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “*Financial Information*” beginning on page no. 54 of this Draft Letter of Offer.

(H) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT LETTER OF OFFER:

Our Company has not issued any Equity Shares for consideration other than cash in the last one (1) year preceding the date of this Draft Letter of Offer.

SECTION III: RISK FACTORS**RISK FACTOR**

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 47 and 100 respectively, as well as the other financial and statistical information contained in this Draft Letter of Offer.*

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Letter of Offer, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Letter of Offer contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer.

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

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

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

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

INTERNAL RISK FACTOR:

- 1. Our Company is currently listed only the CSE, which does not have an active on-line market for trading of these Equity Shares and hence no benefit of listing and trading shall be available for shareholders of the Company.**

The Calcutta Stock Exchange Limited was established in the year 1908. However, in terms of the exit circular May 30, 2012, SEBI, vide its various exit orders, derecognized regional stock exchanges during the period January 2013 to June 2015 including Interconnected stock exchange and Over-The-Counter Exchange of India formed with the object of providing national level liquidity. The CSE has not been able to achieve the prescribed turnover on a continuing basis in terms of the Exit Policy. The explanation given for the failure to achieve such a turnover by the CSE is that SEBI had issued a notice dated April 3, 2013, under Section 12A of the Securities Contracts (Regulation) Act, 1956 regarding non-compliance of Regulation 3 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, and thereby stopping the clearing house facility of the CSE. Without the clearing house, the business of clearance has come to a stop, thereby preventing trade of securities at the CSE. As on date, the CSE is still a recognized stock exchange as it continues to meet certain guidelines specified by SEBI in the exit orders and circulars, however no trading is permitted on the said Exchange. Due to the said factor, there shall not be any active trading in the Rights Shares to be issued by the Company, and hence the shareholders shall not be able to enjoy the listing gains.

2. Our Company is party to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial conditions.

Our Company is party to certain legal proceedings which are pending at different levels of adjudication before competent authority. We cannot assure you that these proceedings will be decided in favour of our Company. Further, there is no assurance that similar proceedings will not be initiated against us in the future. Any adverse outcome in any of the below mentioned proceedings could have an adverse effect on our reputation and may affect our future business, prospects, financial condition and results of operations. It further may divert the attention of our management and promoters and waste our corporate resources. For details of these proceedings, see “Outstanding Litigation and Material Developments” on beginning from page 103 of this Draft Letter of Offer. A classification of these legal and other proceedings is given below:

Sr No.	Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
1.	Filed against the Company		
	<i>Criminal & Civil Cases</i>	-	-
	<i>Direct Tax & Indirect Tax</i>	5	21,339,551
2.	Filed against Promoters & promoter group		
	<i>Criminal & Civil Cases</i>	-	-
	<i>Direct Tax & Indirect Tax</i>	-	-
	TOTAL	5	21,339,551

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise. In the absence of Order copy of the Income Tax Department, the nature, extents and status of the Cases cannot be ascertained.

3. Our Company has a business of renting out spaces in the Gariahaat mall which could involve a risk of disruption and liability.

Our Company earns its revenue mainly from the business of renting out spaces in the Gariahaat Mall situated at 13 Jamir Lane, Kolkata - 700019, West Bengal. The business of our company is subject to various risks such as natural disasters, Power outages, Security breaches, poor management of real estate leases, etc.

Natural disasters: Shopping centers are vulnerable to natural disasters such as floods, earthquakes, and hurricanes, which could cause damage to the property and disrupt the business. This could lead to a loss of rental income and additional expenses for repairs and maintenance.

Power outages: Power outages could disrupt the operations of the shopping mall, affecting the tenants and their customers. This could lead to a loss of rental income and additional expenses for repairs and maintenance.

Security breaches: Security breaches could impact the safety of the tenants and their customers, leading to a loss of trust and reputation for the shopping mall. This could also lead to legal liabilities and additional expenses for security measures.

Poor management of real estate leases: Poor management of real estate leases could expose the business to unexpected terminations, defaults, and other risks. This could lead to lower occupancy rates and lower rental income. It could also lead to legal liabilities and additional expenses for legal fees.

Also, there are uncertainties relating to changes in general economic and real estate conditions that could impact the business of our Company. For example, a recession or a downturn in the real estate market could lead to lower demand for retail space and lower rental rates. The implementation of the investment strategy could also be uncertain, and there could be risks associated with changes in consumer behavior or competition from other shopping centers.

4. We face competition in our business, which may adversely affect our business operation and financial condition.

Competition from other shopping centers or retail formats, such as e-commerce, could lead to lower demand for retail space and lower rental rates. Consumers may choose to shop online instead of visiting physical stores, which could impact the foot traffic and sales of the tenants in the shopping mall. This could lead to lower occupancy rates and lower rental income for the company. With increased competition, it may be more difficult for the company to attract and retain tenants. Tenants may choose to lease space in other shopping centers or retail formats that offer better terms or more favorable conditions. This could lead to higher vacancy rates and lower rental income for the company. Competition could impact the company's investment strategy. For example, if our company's strategy is to focus on a particular type of tenant, such as luxury brands, increased competition could make it more difficult to attract those tenants. Our company may need to adjust its investment strategy to remain competitive.

It is important for our company to carefully consider the competition in the market and its potential impact on the business. Our company should have a plan in place to attract and retain tenants, such as offering competitive rental rates and favorable lease terms. Our company should also consider diversifying its tenant mix to reduce the impact of competition on the business. Additionally, our company should monitor the market and adjust its investment strategy as needed to remain competitive. In case our company fails to consider any of the above measures the business of our Company may get disrupted, which will have negative impact on the Financials of our Company.

5. *The company is responsible for maintaining and repairing the shopping mall, which could be costly and time-consuming.*

Regular maintenance and repairs are necessary to keep the property in good condition and ensure the safety of the tenants and their customers. It is important for our company to have a plan in place for regular maintenance and repairs of the shopping mall. Our company should ensure that the property is well-maintained to minimize the risk of safety hazards and legal liabilities. Our company should also consider the impact of maintenance and repair issues on the rental income and tenant retention and take appropriate measures to address these issues.

Failure to maintain the property could lead to safety hazards and legal liabilities, which could impact the reputation of the shopping mall and lead to legal expenses. Maintenance and repair issues could impact the rental income of the company. If the shopping mall is not well-maintained, it could lead to lower occupancy rates and lower rental income. With poor maintenance and repair, it may be more difficult for the company to attract and retain tenants. Tenants may choose to lease space in other shopping centers that are better maintained and offer better conditions. This could lead to higher vacancy rates and lower rental income for the company.

6. *Tenant defaults could impact the reputation of the shopping mall and thereby the Company's business may suffer loss.*

It is important for our company to have a plan in place to manage tenant defaults and minimize their impact on the business. Our company should carefully screen potential tenants to ensure that they have a strong financial position and are likely to be able to pay their rent. Our company should also have a contingency plan in place to manage the risks associated with tenant defaults, such as having a reserve fund to cover unpaid rent or damages. Additionally, our company should monitor the financial health of its tenants and take appropriate measures to address any issues before they lead to a default.

Tenants may default on their rent payments or go out of business, which could lead to lower occupancy rates and lower rental income. Our company may have to spend time and money finding new tenants to fill the vacant spaces. This could lead to a loss of rental income and additional expenses for marketing and leasing.

Tenant defaults could also lead to legal expenses for the company. The company may need to take legal action to recover unpaid rent or damages caused by the tenant. This could lead to additional expenses for legal fees and court costs. Tenant defaults could impact the reputation of the shopping mall. If tenants are frequently defaulting on their rent payments or going out of business, it could lead to a perception that the shopping mall is not a desirable location for businesses. This could make it more difficult for the company to attract and retain tenants in the future. Even though in the past we have not experienced any Tenancy defaults due to our systems in place, we cannot ensure that such defaults will not happen in future. In such a situation our Company's financials may be adversely impacted.

7. *Poor management of real estate leases could expose the business to unexpected terminations, defaults, and other risks.*

It is important for our company to have a plan in place to manage real estate leases effectively and minimize the risk of unexpected terminations. The company should carefully screen potential tenants to ensure that they have a strong financial position and are likely to be able to pay their rent. Our company should also have a contingency plan in place to manage the risks associated with unexpected terminations, such as having a reserve fund to cover unpaid rent or damages. Additionally, our company should monitor the financial health of its tenants and take appropriate measures to address any issues before they lead to an unexpected termination.

This could lead to lower occupancy rates and lower rental income. If a tenant terminates their lease unexpectedly, it could leave the company with vacant spaces that are difficult to fill. This could lead to a loss of rental income and additional expenses for marketing and leasing.

Unexpected terminations could also lead to legal expenses for the company. Our company may need to take legal action to recover unpaid rent or damages caused by the tenant. This could lead to additional expenses for legal fees and court costs. Unexpected terminations could impact the satisfaction of the tenants. If tenants see that other tenants are terminating their

leases unexpectedly, it could lead to a perception that the shopping mall is not a desirable location for businesses. This could make it more difficult for the company to attract and retain tenants in the future, due to which the financial health of the Company may be affected.

8. *Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.*

Our business is dependent upon very few clients/tenants. Although, we generally enter into long-term tenancy agreements with our clients/tenants, our business is dependent on developing and maintaining a continuing relationship with our key clients/tenants. As on the date of this Draft Letter of Offer, 46,826 sq. ft. Commercial space out of 82,005 sq. ft. in total is vacant. In December 2022, ABP Network Pvt. Ltd. who was holding 15,465 sq. ft. of Commercial space has vacated our premises which they were occupying since 2008. However, we have also executed a Letter of Intent for the occupancy of 41,195 sq. ft. of Commercial space on long term lease basis and lease agreement for the same is under progress. In the event of a significant decline in the demand for our retail space by our key clients, our business, results of operations and financial condition may be materially and adversely affected. There can be no assurance that we will be able to maintain the historic levels of business from these clients/tenants or that we will be able to replace these clients/tenants in case we lose any of them.

9. *Our Registered Office from where we operate is not owned by us.*

Our Registered Office is situated at 7A Bentinck Street, 1st Floor, Kolkata-700001, West Bengal, is not owned by us. We have entered into a rent agreement with the owner of the said premises. For further details, see section "Our Business" on page 48 of this Draft Letter of Offer. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

10. *Our Company's insurance coverage to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work may not be sufficient.*

Our Company has insured the Gariahaat Mall, 13 Jamir Lane, Kolkata -700019, West Bengal for a total sum assured of Rs. 2526.00 Lakhs. But we cannot assure you that these would be sufficient to protect us against all material damages which may result in disruptions of operations/monetary loss on account of any other business risk not covered in the Insurance. Any excess loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected. In the case of an uninsured loss, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations.

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

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. If we fail to maintain such registrations and licenses or comply with applicable conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition and results of operations.

We and our clients/tenants, may require various regulatory approvals, sanctions, licenses, registrations and permissions including environmental clearances in connection with our operations and the various development activities involved in such orders. We or our clients/tenants may face significant uncertainties due to various factors in obtaining or maintaining such approvals. If such approvals are not obtained in a timely manner or at all, there may be a material adverse effect on various development activities, including our operations, thereby adversely affecting our results of operations and financial condition. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely

affected. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, there can be no assurance that we will receive such renewal in time or at all.

12. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years:

₹ in lakhs

Particulars	31-03-2023	31-03-2022
Net cash from operating activities	804.23	-24.60
Net Cash (used in) / from investing activities	196.65	235.55
Net Cash used in financing activities	-119.11	-43.13
Net increase/(decrease) in cash and cash equivalent	881.77	167.82

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see “**Financial Information**” beginning on page 54 of this Draft Letter of Offer.

13. Certain relevant copies of educational qualification and experience certificates of our promoters/Directors are not traceable.

Relevant copies of educational qualification and experience certificates of some of our promoters/Directors are not traceable. We can’t assure you that back-ups for the relevant copies of educational qualifications will be available in a timely manner or at all. We have relied on personal undertakings provided from them.

14. Non-traceability of certain secretarial and statutory records of the company since incorporation

Since the company was incorporated on July 17, 1985, 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 up to 2006. 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 Draft 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.

15. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

Our contingent liabilities as of March 31, 2023 were as follows:

₹ in lakhs

Particulars	31.03.2023	31.03.2022
1. Other Contingent Liabilities	195.81	189.66
Claims, not acknowledged as debt		

For further details of the contingent liabilities and commitments of our Company as on March 31, 2023, see “**Financial Information**” on page 54 of this Draft Letter of Offer. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

16. Shareholding Pattern filed as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarters ended 31st December 2022, 31st March 2023 & 30th June, 2023 are not visible on the website of CSE.

As per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has filed the Shareholding Pattern in XBRL format for the Quarters ended 31st December 2022, 31st March 2023 & 30th June, 2023 which is not yet visible on the website of CSE due to certain administrative reasons of the Stock Exchange. However, the same is available and accurately displayed on the company's website. Potential investors are requested to refer to the company's website for reliable shareholding information until the same is made available on CSE.

17. *There have been a few instances where CSE has imposed fines on our Company mentioning that there have been late compliances in filing certain disclosures as per Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Although CSE has imposed fines on our Company mentioning that there have been late compliances in filing certain disclosures as per Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has formally requested a waiver from CSE, emphasizing that there was no late compliance. The outcome of the waiver request is uncertain, and if unsuccessful, the fine could impact the company's financial standing.

18. *The COVID-19 pandemic and resulting deterioration of general economic conditions has impacted our business and results of operations in the past and the extent to which it will impact our future business and results of operations will depend on future developments, which are difficult to predict.*

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the novel coronavirus disease ("COVID-19") outbreak a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. The rapid and diffused spread of COVID-19 and global health concerns relating to this pandemic have had a severe negative impact on, among other things, financial markets, liquidity, economic conditions and trade and could continue to do so or could worsen for an unknown period of time, that could in turn have a material adverse impact on our business, cash flows, results of operations and financial condition, including liquidity and growth. The extent to which the COVID-19 outbreak impacts our business, cash flows, results of operations and financial condition will depend on future developments, including on the duration and severity of the pandemic, the nature and scope of government actions to contain it, and the potential impact on global and national economic conditions, including inflation, interest rates, availability of capital markets, consumer spending rates, energy availability and costs (including fuel surcharges), which are highly uncertain and cannot be predicted. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and are likely to be severe.

In addition, while the Government of India in coordination with the state governments have started the bulk immunization process or vaccination drive since January 16, 2021, achieving a complete vaccination scale may take significant amount of time. There is also no assurance that the vaccines that are developed will be fully effective and/ or may not have side effects. On March 14, 2020, India declared COVID-19 as a 'notified disaster' and imposed a nationwide lockdown announced on March 24, 2020. Subsequently, progressive relaxations have been granted for movement of goods and people and cautious reopening of businesses and offices. Thus, our business was under lock down during the nationwide lock down due to the spread of COVID 19 Pandemic from March 25, 2020 to May 02, 2020. It was also shut down during the month of June 2020 due to widespread COVID – 19 pandemic. Subsequently, our business was operating subject to certain social distancing and additional safety measures, such as, regular temperature checks, regular sanitization, and compulsory use of masks and hand sanitization. While we have not been able to determine any material impact on our operations and results on account of COVID-19, in the previous Fiscal, our Company has witnessed a lower quantum of sales compared to similar periods in previous years. In addition, throughout March and April 2021, due to an increase in the number of daily COVID-19 cases, several state governments in India re-imposed lockdowns, curfews and other restrictions to curb the spread of the virus. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, we may be subject to further reinstatements of lockdown protocols or other restrictions, which may adversely affect our business operations. We continue to closely monitor the impact that COVID-19 may have on our business and results of operations.

19. *We may not be successful in implementing our business strategies.*

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

20. *Industry information included in this Draft Letter of Offer has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Letter of Offer. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and,

therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Letter of Offer.

- 21. *Within the parameters as mentioned in the chapter titled “Objects of this Issue” beginning on page 40 of this Draft Letter of Offer, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use a part of the Issue Proceeds towards meeting the cost of Repairs, Maintenance & Renovation of the Gariahaat Mall and balance towards general corporate purposes and issue expenses. We intend to deploy the Net Issue Proceeds in financial year 2023-24 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled Objects of the Issue beginning on page 40 of this Draft Letter of Offer.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 40 of this Draft Letter of Offer, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors and Audit Committee will monitor the proceeds of this Issue.

- 22. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

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

RISKS RELATING TO RIGHTS ISSUE

- 1. *SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “*Terms of the Issue*” on page 112. In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights

Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

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

The Rights Entitlements that are not exercised prior to the end of the 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 Rights 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. The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation..

3. *There is no guarantee that the Rights Equity Shares issued pursuant to this Rights Issue will be listed on the Stock Exchange in a timely manner.*

In accordance with Indian law and regulations and the requirements of the Stock Exchange, in principle and final approvals for listing and trading of the Rights Equity Shares issued pursuant to this Rights Issue will not be applied for or granted until after the Rights Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Rights Equity Shares to be submitted. Accordingly, there could be a failure or delay in listing the Rights Equity Shares on the Stock Exchange. If there is a delay in obtaining such approvals, we may not be able to credit the Rights Equity Shares allotted to the Investors to their depository participant accounts or assure ownership of such Rights Equity Shares by the Investors in any manner promptly after the Closing Date. In any such event, the ownership of the Investors over Rights Equity Shares allotted to them and their ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see ***"Issue Information"*** beginning on page 32.

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

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible 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 Right 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. The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. For details, see ***"Terms of the Issue"*** on page 112.

5. *The Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Equity Shares until they provide details of their demat account and Equity Shares are transferred to such demat account from the demat suspense account thereafter.*

The Equity Shares will be credited to a demat suspense account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who 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. Such Eligible Equity Shareholders are required to send, amongst others, details of their demat accounts to our Company or the Registrar to enable our Company to transfer, after verification of the details of such demat account by the Registrar, the Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders. Unless and until such Eligible Equity Shareholders provide details of their demat account and the Equity Shares are transferred from demat suspense account to such demat accounts thereafter, they will have no voting rights in respect of Equity Shares. For details, see “*Terms of the Issue*” on page 112.

6. *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.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020 and May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “*Terms of the Issue*” on page 112. 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 Rights Equity Shares shall be made in dematerialized form only.

7. *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 the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue.

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

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

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

Our Articles of Association and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Director’s fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a corporate entity in another jurisdiction. Shareholders’ rights 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 one of our shareholders than as a shareholder of a bank or corporate entity in another jurisdiction. In accordance with the provisions of the Companies Act, the voting rights of an equity shareholder in a company shall be in proportion to the share of a person in the paid-up equity share capital of that company.

10. *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 Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements 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 quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchange, the trading of Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

EXTERNAL RISK FACTORS

1. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.*

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

3. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

4. *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.

5. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

7. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

The current Covid-19 pandemic had brought the world to a standstill affecting all sectors and the livelihood of many are at stake including the Indian economy. However, our Country is achieving normalcy by various measures taken by the Government. The pandemic is still to be controlled and any major outbreak will seriously impact our business. Further, our Country in the past has experienced natural calamities such as earthquakes, tsunami, floods etc. 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.

9. *Terrorist attacks, civil unrest and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.*

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION IV: INTRODUCTION

ISSUE DETAIL IN BRIEF

The present Issue of 28,67,060 Equity Shares on Rights basis in terms of this Draft Letter of Offer including terms of the Issue has been authorized pursuant to a resolution of our Board of Directors held on April 18, 2023 passed under Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.

The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by the information detailed in “*Terms of the Issue*” beginning on page no. 111 of this Draft Letter of Offer.

Rights Equity Shares being offered by our Company	28,67,060 Rights Equity Shares.
Rights Entitlement	1 (One) Rights Equity Share(s) for every 1 (One) fully paid-up Equity Share(s) held on the Record Date
Record Date	[•]
Face Value per Equity Share	₹10/- per Equity Share
Issue Price per Rights Equity Share	₹10/- per Equity Share
Issue Size	Issue of up to 28,67,060 Equity Shares of face value of ₹10 each for cash at a price of ₹10/- per Rights Equity Share for an amount aggregating upto ₹286.71 Lakhs. (Assuming Full Subscription)
Equity Shares issued, subscribed and paid-up prior to the Issue	28,67,060 Equity Shares
Equity Shares issued, subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	57,34,120 Equity Shares
Security Code for the Equity Shares	ISIN: INE839B01011 CSE: 030090
ISIN for Rights Entitlement	[•]
Use of Issue Proceeds	For details, see “ <i>Objects of the Issue</i> ” beginning on page 39 of this Draft Letter of Offer.
Terms of the Issue	For details, see “ <i>Terms of the Issue</i> ” beginning on page 111 of this Draft Letter of Offer.
Issue Open Date	[•]
Issue Close Date	[•]
Terms of Payment	The full amount is payable on application

Issue Schedule:

Issue Opening Date	[•]
Last date for Off-market renunciation of Rights Entitlements*	[•]
Issue Closing Date	[•]

* The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

GENERAL INFORMATION

Our Company was incorporated in the name of “Toplight Commercial Limited” on July 17, 1985, in Kolkata, West Bengal, as a Public Limited Company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 17, 1985, issued by the Registrar of Companies - Kolkata, West Bengal.

The equity shares of our Company are listed on The Calcutta Stock Exchange Limited since February 26, 1997, bearing Scrip Code ‘030090’, and ISIN ‘INE839B01011’. The CIN of the Company is L51909WB1985PLC039221.

Brief of Company and Issue Information	
Name & CIN	TOPLIGHT COMMERCIALS LIMITED L51909WB1985PLC039221
Registered & Corporate Office	Toplight Commercial Limited Registered Office: 7A Bentinck Street, 1st Floor, Kolkata-700001, West Bengal, India Contact No.: (033) 2248 4400 / 7676 Contact Person: Mr. Ajit Jain E-mail ID: toplightkol@gmail.com Website: www.toplightltd.com
Address of Registrar of Companies	Registrar of Companies – West Bengal Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020, West Bengal, India
Designated Stock Exchange	The Calcutta Stock Exchange Limited (“CSE”)
Company Secretary and Compliance Officer	Mr. Ajit Jain Toplight Commercial Limited Registered Office: 7A Bentinck Street, 1st Floor, Kolkata-700001, West Bengal, India Contact No.: +91 97480 47323 E-mail ID: toplightkol@gmail.com Website: www.toplightltd.com
Chief Financial Officer	Mr. Udit Gupta Toplight Commercial Limited Registered Office: 7A Bentinck Street, 1st Floor, Kolkata-700001, West Bengal, India Contact No.: +91 98304 60535 E-mail ID: toplightkol@gmail.com Website: www.toplightltd.com
Statutory Auditor of the company	Ashok Kumar Duggar & Associates Chartered Accountants 9, Princep Street, Ground Floor, Kolkata - 700072 Contact Person: CA Harsh Duggar Designation: Partner Membership No: 309621 Contact No: 9748787888 E-mail ID: akdassociates1983@gmail.com Firm Registration No: 308027E

Toplight Commercial Limited

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THIS ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED “Anandlok”, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: + 91 33 22895101 / +91 33 4603 2561 Email: ramakrishna@finshoregroup.com Website: www.finshoregroup.com Investor Grievance Email: info@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN No: U74900WB2011PLC169377	CAMEO CORPORATE SERVICES LIMITED "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, Tamil Nadu, India Telephone: 044-40020700 (5 Lines) Email: priya@cameoindia.com Investor Grievance Email: investors@cameoindia.com Contact Person: Ms. K. Sreepriya Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN No: U67120TN1998PLC041613
LEGAL ADVISOR TO THE ISSUE	REGISTRAR TO THE COMPANY
J MUKHERJEE & ASSOCIATES D-1, MMS Chambers, 1st Floor, 4A Council House Street, Kolkata-700001, West Bengal, India Telephone: +91 9830640366 Email: jmukherjeeandassociates@gmail.com Contact Person: Mr. Jayabrata Mukherjee	NICHE TECHNOLOGIES PRIVATE LIMITED 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, West Bengal, India Telephone: (033) 2280 6616 / 6617 / 6618 Email: nichetechpl@nichetechpl.com Investor Grievance Email: investor_grievance@nichetechpl.com Contact Person: Mr. Ashok Sen Website: www.nichetechpl.com SEBI Registration Number: INR000003290 CIN No: U74140WB1994PTC062636
BANKER TO THE ISSUE/REFUND BANK	
[•]	

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. All grievances in relation to the application may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip..

Self-Certified Syndicate Banks (“SCSBs”)

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of nationalized Stock Exchange, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Statement of Inter Se Allocation of Responsibilities

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

Credit Rating

This being an Issue of Right Equity Shares, credit rating is not required.

Debenture Trustees

As the Issue is of Right Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As the Issue Size is below ₹ 10,000 lakhs, the appointment of a monitoring agency is not required.

Underwriting

This Issue of Rights Equity Shares is not being underwritten and no standby support is being sought for the said Issue.

Filing of Draft Letter of Offer/Letter of Offer

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Letter of Offer as the size of issue is less than Rs. Fifty Crores.

The Draft Letter of Offer has been filed with CSE for obtaining their in-principle approval.

However, our Company will submit a copy of the Letter of Offer to SEBI for the purpose of their information and dissemination on its website by mailing it to the e-mail address: cfddil@sebi.gov.in.

Minimum Subscription

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to subscribe fully to their portion of rights entitlement and do not renounce their rights except to the extent of renunciation within the Promoter and promoter group.

Accordingly, pursuant to Regulation 86(1) of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

Issue Schedule

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

Last date for credit of Rights Entitlement	[●]
Issue Opening Date	[●]
Last date for Off-Market Renunciation*	[●]
Issue Closing Date #	[●]
Finalisation of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the CSE platform are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the CSE. The Commencement of the trading of Equity shares will be entirely at the discretion of Stock Exchange in accordance with the applicable laws.

* The Equity Shares of our Company are exclusively listed only on the CSE. Since the trading platform of CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of Limited. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Board of Directors 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.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. For details, see “**Terms of the Issue**” beginning on page 111 of this Draft Letter of Offer.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

CAPITAL STRUCTURE

The Capital Structure of our company before the Issue and after giving effect to the Issue, as at the date of this Draft Letter of Offer, is set forth below:

(₹ in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A	Authorized Share Capital		
	60,00,000 Equity Shares of ₹10/- each	600.00	--
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue		
	28,67,060 Equity Shares of ₹10/- each	286.71	--
C	Present issue in terms of the Draft Letter of Offer*		
	28,67,060 Equity Shares for cash at a price of ₹10/- per Equity Share**	286.71	286.71
D	Issued, Subscribed & Paid-up Share Capital after the Issue***		
	57,34,120 Equity Shares of ₹10/- each	573.41	

* This Rights Issue has been authorized pursuant to a resolution of our Board dated April 18, 2023

** Investors will have to pay the entire offer price i.e., ₹10/- per Rights Equity Share at the time of Application.

*** Assuming full subscription to the Rights Entitlements and Allotment of the Rights Equity Shares.

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- 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 Draft Letter of Offer, which would entitle the holders to acquire further Equity Shares.
- All Equity Shares are fully paid-up and there are no partly paid Equity Shares outstanding as on the date of this Draft Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up.
- Shareholding of Promoter and Promoter Group:**

The statement showing holding of Equity Shares of persons belonging to the category “Promoter and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon as on the date of this Draft Letter of Offer are set forth hereunder:

Sr No.	Name of the Promoters & Promoter Group	No of Equity Shares held	% of Total Share Capital	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
				Number of Shares	Holding in %	Number of Shares	Holding in %
1	Bimal Gupta	67,440	2.35%	Nil	-	Nil	-
2	Kumkum Gupta	5,42,450	18.92%	Nil	-	Nil	-
3	Udit Gupta	4,80,450	16.76%	Nil	-	Nil	-
4	Avishek Saraf	54,500	1.90%	Nil	-	Nil	-
5	Nirmal Kumar Saraf	73,100	2.55%	Nil	-	Nil	-
6	Pushpa Agarwal	5,500	0.19%	Nil	-	Nil	-
7	Suresh Kumar Agarawal	27,500	0.96%	Nil	-	Nil	-
8	Tara Chand Agarwal	91,200	3.18%	Nil	-	Nil	-
	Total	13,42,140	46.81%	Nil	-	Nil	-

5. The statement showing specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of this Draft Letter of Offer with the designated stock exchange:

No Equity Shares have been acquired by our Promoter or Promoter Group in the last one year immediately preceding the date of this Draft Letter of Offer. However, due to the demise of Mrs. Premlata Nathany, her shares were transmitted on March 22, 2023 to Mrs. Kumkum Gupta, i.e., within the Promoter and Promoter Group as mentioned below:

Name of Transferor	Name of Transferee	Number of Shares transferred
Premlata Nathany	Kumkum Gupta	36,100

6. Intention and extent of participation in the Issue by the Promoter:

Our Promoter(s) have, vide their letters dated July 17, 2023 (the “Subscription Letters”) undertaken:

- (a) To subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of the Company except for six promoters who have expressed their intention to renounce in part or in full of their entitlements in favour of any other Promoter(s) or member(s) of the Promoter Group of the Company; and
- (b) not to subscribe to Additional Right Equity Shares, over and above their respective Rights Entitlement and the Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of the Company,
- (c) not to subscribe to the unsubscribed portion (if any) of Public Category in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such participation of additional Rights Equity Shares (i.e., by subscribing to the Equity shares that may be renounced by any Promoter(s) in favour of any other Promoter(s) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of the Company in accordance with provisions of the Takeover Regulations. Further, our Promoters have undertaken that they will ensure compliance with the minimum public shareholding requirements, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.”

7. Since the Calcutta Stock Exchange Limited is non-operational, hence there has been no trading in the Equity Shares on CSE for last many years. Accordingly, the formula prescribed under clause (b) of Sub-Regulation 4 of Regulation 10 of the SEBI (SAST) Regulations for the calculation of the ex-rights price could not be applied in totality. However, as per Regulation 73 of the SEBI ICDR Regulations, 2018 the issue price shall not be less than the face value of the specified securities. In the present case, the Face Value of the existing Equity Shares is ₹ 10/- (Rupees Ten Only). Hence the issue Price has been kept as ₹ 10/- (Rupees Ten) per Equity Share.

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

a) The table below presents the shareholding pattern of our Company for the Quarter ending June 30, 2023

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (Sb)	
								Class: X	Class: y	Total								
A	Promoter & Promoter Group	8	13,42,140	-	-	13,42,140	46.81%	13,42,140	-	13,42,140	46.81%	-	46.81%	-	-	-	-	13,42,140
B	Public	2180	15,24,920	-	-	15,24,920	53.19%	15,24,920	-	15,24,920	53.19%	-	53.19%	-	-	-	-	8,28,160
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		2188	28,67,060	-	-	28,67,060	100.00%	28,67,060	-	28,67,060	100.00%	-	100.00%	-	-	-	-	21,70,300

(Source: www.toplightltd.com)

9. Details of shareholders of our Company holding 1% or more of the paid-up capital of the issuer as last disclosed to the stock exchanges as on June 30, 2023:

Sl. No.	Name of Shareholder	No. of Equity Shares	% of Shareholding
1	Kumkum Gupta	5,42,450	18.92
2	Udit Gupta	4,80,450	16.76
3	Tara Chand Agarwal	91,200	3.18
4	Anil Kumar Sharma	77,999	2.72
5	Nirmal Kumar Saraf	73,100	2.55
6	Bimal Gupta	67,440	2.35
7	Sanjay Gupta	61,120	2.13
8	Avisekh Saraf	54,500	1.90
9	Rajender Kumar Aggarwal	45,200	1.58
10	Kusum Gupta	40,000	1.40
11	Pawan Kumar Gupta	40,000	1.40
12	Rainmakers Properties Private Limited	39,650	1.38
13	Prerna Agency Private Limited	34,500	1.20

(Source: www.toplightltd.com)

SECTION V: PARTICULARS OF THE ISSUE

A. OBJECTS OF THE ISSUE

Our company has constructed and operating a renowned commercial Shopping Mall project in south Kolkata called “*The Gariahaat Mall*” in the year 2005 and leased out the spaces to reputed Indian companies. It is a Centrally Air-Conditioned Complex having Basement + Ground + 6 (Six) Storied. The said Commercial Mall needs repair, maintenance and renovation time to time.

We intend to utilize the Right Issue proceeds for the following objects:

- A. To meet the cost of Repairs, Maintenance & Renovation of the Gariahaat Mall
- B. To meet the Issue Expenses
- C. General Corporate Purposes

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

Requirement of Funds

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

The following table summarizes the requirement of funds:

Sr. No.	Particulars	Amount (₹ in Lakhs)
A	To meet the cost of Repairs, Maintenance & Renovation of the Gariahaat Mall	205.83
B	Issue related expenses	19.90
C	General corporate purposes	60.98
	Total Issue Proceeds	286.71

Means of Finance:

We propose to meet the requirement of funds for the stated objects of the Issue from the Issue Proceeds only. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 62(1)I of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

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

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Details of the Use of the Proceeds

A. To meet the cost of Repairs, Maintenance & Renovation of the Gariahaat Mall:

The primary objective of the rights issue is to raise funds for the purpose of undertaking comprehensive repairs, maintenance & renovation of our flagship mall, the Gariahaat Mall ("the Mall"). The mall has been operating successfully since 2005, and in order to maintain its position as a premier shopping destination, it requires substantial amounts in refurbishment and infrastructure upgrades. Through this rights issue, our Company aim to raise funds to carry out the necessary repairs and maintenance activities, ensuring an enhanced shopping experience for our valued customers.

Our Company proposes to utilize ₹ 205.83 lakhs from the Net Proceeds towards the Repairs & maintenance of the Gariahaat Mall. The repairs and maintenance activities planned for the Commercial Mall encompass various aspects to ensure its structural integrity, aesthetic appeal, and operational efficiency. This includes repairs to the building's exterior facade, restoration of common areas, driveways & Sensor systems, modernization of elevators, replacement of aging electrical systems, upgrading HVAC systems, plumbing repairs, fire safety enhancements, landscaping improvements, and other necessary maintenance works. These measures are crucial to preserving the mall's value and attractiveness to tenants and shoppers alike.

The total cost of repairs & maintenance of the Commercial Mall as estimated by our Company based on the various quotations obtained from various suppliers is Rs. 205.83 Lakhs as shown in the below table:

	Particulars	Quotation Dated	Estimated Cost*
1	Stamp Duty & Registration Charges for New Lease Agreement	e-Assessment slip dated 03/06/2023	16,41,474.00
2	Property Tax payable to KMC for 2nd, 3rd & 4th Quarters of 2023	property tax bill dated 29/05/2023	29,54,256.00
3	Architect's Fees of Mr. Ranajit Gupta for Inspection, Survey & preparation drawings of Front Elevation of Gariahaat Mall	18-05-2023	9,00,000.00
4	Quotation from Otis India Ltd. for Supply of Spares for Six Lifts	11-01-2023	11,75,079.00
5	Quotation from Porichay Maity for Water Proofing and Nozzle Grouting Works at Gariahaat Mall	30-05-2023	10,87,450.00
6	Quotation from Porichay Maity for Civil Works at Gariahaat Mall	02-06-2023	12,75,920.00
7	Quotation of Sreema Paints for Painting of the Outer Walls and Common Areas of Gariahaat Mall	07-06-2023	22,56,189.00
8	Quotation from M. R. Electricals for Supply of Panels for Electrical Units, Transformer & for Air Condition	23-05-2023	8,55,000.00
9	Quotation from Iceberg Refrigeration for Supply of Condenser Pipes & Repairing of Spares of AC Plant	01-06-2023	9,51,000.00
10	Quotation from AB Corporation for supply & fixing of MS Pipes, Smoke Detectors, Sprinklers & Fire Panel etc.	09-06-2023	7,32,160.00
11	Quotation received from Mr. K.D. Gayen for Supply and Fixing of Floor Tiles	29-05-2023	18,57,300.00
12	Quotation received from Paharpur Cooling Towers Pvt. Ltd. for Supply of Fills of Cooling Tower	05-06-2023	9,20,000.00
13	Quotation received from Glastal Engineers Pvt. Ltd. for Supply and Fixing of Toughened Glass	08-06-2023	7,38,840.00
14	Quotation received from Soni Diesel for Supply of Spares & other Fittings for Generators	07-06-2023	7,76,826.00
15	Property Broker's Bill towards their Consultancy Charges	31-05-2023	10,30,000.00
16	Quotation received from Partha Sarathi Sanitation for supply of Plumbing & Sanitary Goods	13-05-2023	1,18,695.00
17	Quotation received from Nabin Kumar Samal for Fitting & Fixing of Main Pipe Lines of Water	25-05-2023	3,70,000.00
18	Quotation received from Reliable Timber & Ply Products for supply of WPC Board, Block Board etc.	01-06-2023	4,42,560.00
19	Other Miscellaneous out of pocket expenses		5,00,000.00
Total			2,05,82,749.00

* Taxes extra as applicable

The cost estimates given are based on the quotation received from various vendors as stated herein above and as per management estimates and may be subject to change at the time of giving final orders.

Of the total amount of ₹205.83 lakhs, our Company has already spent ₹37.04 lakhs towards Repairs & maintenance upto July 03, 2023 (based on our statutory auditor M/s. Ashok Kumar Duggar & Associates certificate dated 04/07/2023) from internal accrual which will be reimbursed to the company from the Right Issue proceeds. Any further expenses incurred till the receipt of Right Issue proceeds on account of above expenses will be reimbursed/recouped out of Right Issue Proceeds.

The repairs and maintenance activities planned for the Commercial Mall are vital for several reasons. Firstly, they ensure the safety and well-being of visitors by addressing any structural weaknesses or potential hazards. Secondly, the aesthetic enhancements will create an inviting ambiance, attracting more footfall and encouraging longer customer dwell time, thereby benefiting our tenant businesses. Thirdly, the technological and infrastructure upgrades will improve energy efficiency, reduce operating costs, and provide a more sustainable environment for both tenants and shoppers. Neglecting these maintenance activities could result in a decline in customer satisfaction, tenant dissatisfaction, and even potential regulatory non-compliance.

Please note that the above-mentioned cost quotations for the repairs and maintenance activities are based on initial assessments and estimates. However, it is important to acknowledge that these figures are subject to potential adjustments during the actual execution of work. Factors such as market conditions, unforeseen circumstances, fluctuations in material and labor costs, and any additional requirements that may arise during the implementation phase can influence the final cost of the repairs and maintenance.

B. General Corporate Purpose

The Issue Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Issue Proceeds, in compliance with the Regulation 62(2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Issue Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives (ii) brand building and strengthening of marketing activities; and (iii) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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

C. Issue Related Expense

The expenses for this Issue include issue management fees, registrar fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees etc. to the Stock Exchanges, among others. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (₹ in Lakhs)	As % of Total Issue Expenses (in %)	As % of the Total Issue Size (in %)
Fees payable to the intermediaries like Lead Manager, RTA, Banker, Legal Advisor, Auditors and other allied expenses.	5.75	28.89	2.01
Expenses related to advertising, printing, marketing and other stationery expenses	6.00	30.15	2.09
Fees payable to Regulators Including Stock Exchanges	8.15	40.95	2.84
Total	19.90	100.00	6.94

Of the total amount of ₹19.90 lakhs, our Company has already spent ₹0.50 lakhs towards above expenses upto July 03, 2023 (based on our statutory auditor M/s. Ashok Kumar Duggar & Associates certificate dated 04/07/2023) from internal accrual which will be reimbursed to the company from the Right Issue proceeds. Any further expenses incurred till the receipt of Right Issue proceeds on account of above expenses will be reimbursed/recouped out of Right Issue Proceeds.

Appraisal Entity

Not applicable.

Strategic and/ or Financial Partners

There are no Strategic and Financial partners.

Bridge Financing Facilities

As on the date of this Draft Letter of Offer, we have not raised any bridge loans which are proposed to be repaid from the Issue Proceeds.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Issue Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than ₹ 10,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Issue Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Letter of Offer and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

Key Industry Regulation for the proposed objects of the issue (If different from existing business of issuer)

The object of the issue is to utilize the fund in the existing business activity of our Company. So specific key industry regulations are same as the present industry regulations applicable to our Company.

Interest of Promoter, Promoter Group and Directors, in the objects of the Issue

Our Promoter, Promoter Group and Directors do not have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group and Directors of our Company.

B. STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Toplight Commercials Limited
Registered Office- 7A Bentinck Street,
1st Floor Kolkata 700001, West Bengal, India

Dear Sirs,

Sub: Statement of possible Special tax benefit available to Toplight Commercials Limited, its shareholders and its material subsidiaries (if any).

Ref: Proposed Right Issue of Equity Shares of Toplight Commercials Limited.

We report that there are no possible special direct tax benefits available to the Company, its shareholders and its material subsidiaries under the Income-tax Act, 1961, presently in force in India.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

Neither we are suggesting nor advising the investor to invest money based on this statement. The contents of this statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby give consent to include this statement of tax benefits in the Draft Letter of Offer, the Letter of Offer and in any other material used in connection with the Issue.

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to 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 of intentional misconduct.

Signed in terms of our separate report of even date.

For and on behalf of

M/s. Ashok Kumar Duggar & Associates

Chartered Accountants

Firm Registration No: 308027E

Sd/-

Harsh Dugar

(Partner)

Membership No: 309621

Place: Kolkata

Dated: 20/06/2023

UDIN No: 23309621BGWVVG4544

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

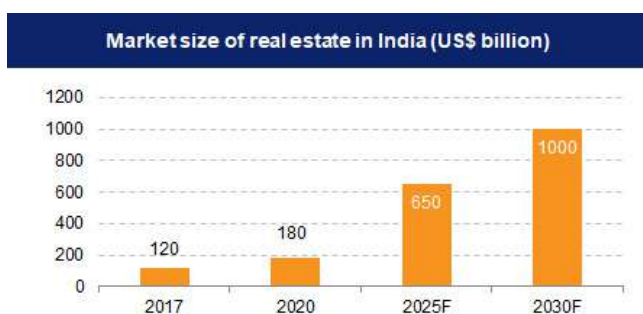
Overview of Indian Economy

Introduction

The real estate sector is one of the most globally recognized sectors. It comprises of four sub-sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodation. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

In India, the real estate sector is the second-highest employment generator, after the agriculture sector. It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

Market size



By 2040, real estate market will grow to Rs. 65,000 crore (US\$ 9.30 billion) from Rs. 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021 and contribute 13% to the country's GDP by 2025. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

India's real estate sector saw over 1,700 acres of land deals in the top 7 cities in 1 year. Foreign investments in the commercial real estate sector were at US\$ 10.3 billion from 2017-21. As of February

2022, Developers expect demand for office spaces in SEZs to shoot up after the replacement of the existing SEZs act.

As per ICRA estimates, Indian firms are expected to raise >Rs. 3.5 trillion (US\$ 48 billion) through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth US\$ 29 billion to date.

The office market in the top eight cities recorded transactions of 22.2 msf from July 2020 to December 2020, whereas new completions were recorded at 17.2 msf in the same period. In terms of share of sectoral occupiers, Information Technology (IT/ITeS) sector dominated with a 41% share in the second half of 2020, followed by BSFI and Manufacturing sectors with 16% each, while Other Services and Co-working sectors recorded 17% and 10%, respectively.

Around 40 million square feet were delivered in India in 2021. It is expected that the country will have a 40% market share in the next 2-3 years. India is expected to deliver 46 million square feet in 2022.

According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.

In 2020, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai and Delhi NCR, followed by auto sector leasing in Chennai, Ahmedabad and Pune. The 3PL, e-commerce and retail segments accounted for 34%, 26% and 9% of office space leases,

respectively. Of the total PE investments in real estate in Q4 FY21, the office segment attracted 71% share, followed by retail at 15% and residential and warehousing with 7% each.

In the first half of 2022, office absorption in the top 7 cities stood at 27.20 million Sq. ft. Between July 2021-September 2021, a total of 55,907 new housing units were sold in the eight micro markets in India (59% YoY growth).

In the third quarter of 2021 (between July 2021-September 2021), new housing supply stood at ~65,211 units, increased by 228% YoY across the top eight cities compared with ~19,865 units launched in the third quarter of 2020.

In 2021-22, the commercial space is expected to record increasing investments. For instance, in October 2021, Chintels Group announced to invest Rs. 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area.

According to the Economic Times Housing Finance Summit, about 3 houses are built per 1,000 people per year compared with the required construction rate of five houses per 1,000 population. The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

Investments/Developments

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. According to Colliers India, a property consultant, institutional investments in the Indian real estate sector are expected to increase by 4% to reach Rs. 36,500 crore (US\$ 5 billion) in 2021, driven by rising interest of investors towards capturing attractive valuations amid the pandemic. According to a recent report by Colliers India, private equity investments in Indian real estate reached US\$ 2.9 billion in the first half of 2021, which was a >2x increase from the first half in 2020.

Exports from SEZs reached Rs. 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from Rs. 7.1 lakh crore (US\$ 100.3 billion) in FY19.

In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors.

FDI in the sector (including construction development & activities) stood at US\$ 55.18 billion from April 2000-September 2022.

Some of the major investments and developments in this sector are as follows:

- Between January-July 2022, private equity investment inflows into the real estate sector in India stood at US\$ 3.27 billion.
- Home sales volume across seven major cities in India surged 113% YoY to reach ~62,800 units in the third quarter 2021, from 29,520 units in the same period last year, signifying healthy recovery post the strict lockdown imposed in the second quarter due to the spread of COVID-19 in the country.
- In the third quarter of 2021, the Institutional real estate investment in India increased by 7% YoY. Investment registered in the first nine months of 2021 stood at US\$ 2,977 million, as against US\$ 1,534 million in the same period last year.
- In November 2021, Ascendas India bought Aurum Ventures' 16-storey commercial tower in Navi Mumbai for Rs. 353 crore (US\$ 47 million), making it the largest deal of a standalone commercial tower by a global institutional investor during the past few years.
- REA India-owned online real estate company Housing.com tied up with online legal assistance start-ups LegalKart, Lawrato, Vidhikarya and Vakil in 2021 to offer legal advice and assistance to homebuyers.
- Top three cities—Mumbai (~39%), NCR-Delhi (~19%) and Bengaluru (~19%)—attracted ~77% of the total investments recorded in the third quarter of 2021.
- India's flexible space stock is likely to expand by 10-15% YoY, from the current 36 million sq. ft., in the next three years, according to a report by CBRE.
- To establish an investment platform for the Indian retail-led mixed-use assets, in June 2021, GIC announced to acquire a minority stake in Phoenix Mills' portfolio (worth US\$ 733 million).
- In May 2021, Blackstone Real Estate acquired Embassy Industrial Parks for Rs. 5,250 crore (US\$ 716.49 million) to expand its presence in the country.
- To expand into the Indian real estate market, SRAM & MRAM Group collaborated with Area CAS Developers and Infrastructure Private Limited (Area Group), and Gupta Builders and Promoters Private Limited (GBP Group) of India. It plans to invest US\$ 100 million in the real estate sector.
- According to Anarock, housing sales in seven cities increased by 29% and new launches by 51% in Q4 FY21 over Q4 FY20.

- Private market investor, Blackstone, which has significantly invested in the Indian real estate sector (worth Rs. 3.8 lakh crore (US\$ 50 billion)) is seeking to invest an additional Rs. 1.7 lakh crore (US\$ 22 billion) by 2030.
- In 2021, working remotely is being adopted at a fast pace and demand for affordable houses with ticket size below Rs. 40-50 lakh is expected to rise in Tier 2 and 3 cities, leading to an increase in prices in those geographies.
- In April 2021, HDFC Capital Advisors (HDFC Capital) partnered with Cerberus Capital Management (Cerberus) to create a platform that will focus on high-yield opportunities in the residential real estate sector in India. The platform seeks to purchase inventory and provide last-mile funding for under construction residential projects across the country.
- In March 2021, Godrej Properties announced it would launch 10 new real estate projects in Q4.
- In March 2021, Godrej Properties increased its equity stake in Godrej Realty from 51% to 100% by acquiring equity shares from HDFC Venture Trustee Company.
- In January 2021, SOBHA Limited's wholly owned subsidiary, Sabha Highrise Ventures Pvt. Ltd. acquired 100% share in Annalakshmi Land Developers Pvt. Ltd.

Government Initiatives

Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies. Below are some of the other major Government initiatives:

- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime is expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet has approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government has created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of January 31, 2021, India formally approved 425 SEZs, of which 265 were already operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

Road Ahead

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform, which will allow all kind of investors to invest in the Indian real estate market. It would create an opportunity worth Rs. 1.25 trillion (US\$ 19.65 billion) in the Indian market in the coming years. Responding to an increasingly well-informed consumer base and bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family-owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country by 2022, under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme of the Union Ministry of Housing and Urban Affairs. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

The growing flow of FDI in Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards. Indian real estate is expected to attract a substantial amount of FDI in the next two years with US\$ 8 billion capital infusion by FY22.

References: Media Reports, Press releases, Knight Frank India, VCEdge, JLL Research, CREDAI-JL, Union Budget 2021-22

Note: Conversion rate used in November 2022, Rs. 1 = US\$ 0.012

OUR BUSINESS

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

You should carefully consider all the information in this Draft Letter of Offer, including, “Risk Factors”, “Industry Overview”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 19, 44, 54 and 100 respectively, before making an investment in the Equity Shares. In this section, any reference to the “Company” “we”, “us” or “our” refers to Toplight Commercial Limited.

BRIEF OVERVIEW

Our Company was incorporated in the name of “**Toplight Commercial Limited**” on July 17, 1985, in Kolkata, West Bengal, as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 17, 1985, issued by the Registrar of Companies - Kolkata, West Bengal.

The equity shares of our Company are listed on The Calcutta Stock Exchange Limited since February 26, 1997, bearing Scrip Code ‘030090’, and ISIN ‘INE839B01011’.

Our Company is in the business of managing and building commercial properties and collecting rent, maintenance and electricity charges from the leased-out Showrooms, offices etc. It is also involved in operations required for maintenance and management of the said property with all types of modern amenities and facilities.

Our company owns a renowned commercial project in south Kolkata called “**The Gariahaat Mall**” situated at 13, Jamir Lane, Kolkata – 700019, which is being operated since 2005.

The Gariahaat Mall is a Centrally Air-Conditioned Shopping Complex comprising of Basement, Ground and 6 (Six) Floors admeasuring about 85,785 square feet (excluding sold out area) which consists of Showrooms and Offices etc. with 100% Power Backup, 37 (Thirty-Seven) Parking Spaces and other Modern Facilities. The Mall has easy accessibility by all means of transport like Local Trains, Metro Railway, Trams, Buses, Taxis, Autos etc.

Our Company has leased out the spaces to reputed Indian companies i.e. Trent Limited (Westside), Thermax Limited etc. Gariahaat Mall is located in South Kolkata near Ballygunge Station and Bijon Setu.



Recently, Our Company has signed a Letter of Intent dated April 28, 2023 to grant Lease of 41,195 sq.ft. space in Gariahaat Mall to M/s. Physicswallah Private Limited for a period of 9 (Nine) years for running Coaching Institute Classes.

Insights of “The Gariahaat Mall”

Floors	Left Wing		Right Wing	
	Area (in sq.ft.)	Description	Area (in sq.ft.)	Description
Basement	Parking Spaces suitably accommodate approx. 37 vehicles (3,780 sq. ft.)			
Ground Floor	Sold out in the year 2005, occupied by Spencer’s as a tenant from Current Owner			
Upper Ground	28,994	Trent Ltd. (Westside)	Sold out to Ultramarine Tracon Pvt. Ltd.	
First Floor			5,385	Vacant*
Second Floor			5,040	Vacant*
Third Floor	10,345	Vacant*	5,040	Vacant*
Fourth Floor	10,345	Vacant*	5,040	Vacant*
Fifth Floor	6,185	Thermax Ltd.	5,631	Vacant
Roof	--	Airtel, Vodafone Tower		

* Space reserved for Physicswallah Private Limited

The break-up of our Revenue from Operations & PAT are as follows:

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Sale of Services		
Rent and License Fees	349.15	361.92
Electricity Charges Recovered	91.62	108.49
Maintenance Services	127.78	147.61
Total from Sale of Services	568.55	618.02
Other Income	225.16	355.74
Total Income	793.71	973.76
Profit After Tax	257.44	333.87

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business of trading, dealing, importing, exporting, buying and selling of part components and accessories of motor vehicles, tractors, cycles, 2 wheelers, and heavy earth moving equipments and machines and in diesel and electrical generators, nut bolts, hardware items, diesel engines, oxygen and industrial gases, electrical fitting goods, tea, papers of all kinds, katha, khair, food grains including edible oils, electronics goods such as Televisions sets, radios, two-in-one, tape recorder, video cassette recorders, textile, cotton, silk, rayon, fibers, synthetic, woollen, yarn, threads garments, hosiery goods.
2. To manage land, building and commercial and other properties/malls, whether belonging to the company or not, and to give, take, lease or sub-lease, let or sublet land, properties, building or a part of the building or properties, flats, office space for commercial, residential and other purposes and to collect rent, maintenance fees/charges, development charges, taxes and income, and to undertake supervisions, alterations, improvements, repairs and maintenance operations and all other incidental works and operations required for the maintenance and management of the assets and property and to supply the tenants and occupiers with power, electricity, internet connections and all types of modern amenities and facilities and other advantages on chargeable basis.

Business Strengths:

1. **Organizational stability along with management expertise:** Our Company has an established track record of over 35 years which puts us in a much stronger position to deal with any adverse situation both economic and business cycle. Our promoters are the guiding force behind the operational and financial decision of our company. Our promoters are responsible for the entire business operations of the company along with an experienced management team which makes things easier to handle successfully. This indicates our ability to maintain business viability and steer the business through operational hurdles with ease and convenience. The company's ability to effectively develop, construct and maintain the Mall relies on its track record, expertise, and experience.
2. **Locational Advantages:** The Gariahaat Mall is situated at Prime location of Gariahaat at 13, Jamir Lane, Kolkata – 700018 near Ballygunge Station and Bijon Setu, which gives us locational advantages. The Mall has easy accessibility by all means of transport like Local Trains, Metro Railway, Trams, Buses, Taxis, Autos etc.
3. **Design and Amenities:** An innovative and attractive mall design that creates a unique and engaging experience for shoppers can be a competitive advantage. The Mall consists of 6 (Six) Floors out of which there are showrooms and office of reputed companies. The focus of the mall is primarily on providing commercial and office facilities
4. **Tenant Mix and Leasing Strategy:** A strong leasing strategy, including securing anchor tenants and a diverse mix of retailers, is vital for a successful mall. The ability to attract popular and reputable brands increases footfall and generates sustained revenue. Additionally, maintaining good relationships with tenants and offering favorable lease terms can contribute to the company's competitive strength.
5. **Operational Excellence:** Efficient mall management, including maintenance, security, cleanliness, and customer service, contributes to the competitive strength of a company. Creating a pleasant and hassle-free experience for shoppers and occupants can result in customer loyalty and positive word-of-mouth.
6. **Adaptability and Future-Proofing:** The company's ability to anticipate and adapt to changing market trends, consumer preferences, and technological advancements is crucial. Forward-thinking strategies, flexibility in design, and the ability to reposition and update the mall as needed can ensure long-term competitiveness.

Infrastructure Facilities and Utilities:

Our Registered Office is presently situated at 7A Bentinck Street, 1st Floor, Kolkata - 700001, West Bengal, India. Our company has constructed a renowned commercial project in south Kolkata called “*The Gariahaat Mall*” which is situated at 13, Jamir Lane, Kolkata – 700019, near Ballygunge Station and Bijon Setu.

Water and Electricity

Our Company has adequate arrangements for Water and Electricity to operate the Mall smoothly.

Marketing

We do not have any specific marketing strategy. However, our top management and key executives of our company enjoy the confidence of our customers. To get the feedback on the services and to improve the same as well, we interact with our customers on a periodical basis.

Competition

We face competition from other shopping malls which have a presence across multiple areas in the city. There are various malls offering products and services similar to us. We believe the principal elements of competition in our industry are price, area, location and quality service etc. To stay competitive, we regularly update our existing facilities and adopt new technology for our shopping mall. We aim to keep our costs of operation low to maintain our competitive advantage and our profit margins.

Insurance:

The details of Insurance Policies in the name of our company are as under:

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (₹ in lakhs)
1020/2612774 48/00/000	Business Shield SME Policy	30/09/2022 to 29/09/2023	Contents - ₹ 6,23,00,000/- Building - ₹ 12,40,00,000/- Machinery Breakdown - ₹ 38,00,000/- Plate Glass - ₹ 25,00,000/- Burglary - ₹ 6,00,00,000/-	ICICI Lombard General Insurance Company Limited	₹ 2,526.00 lakhs

Property

The Gariahaat Mall:

By virtue of Amalgamation (Amalgamation of (i) M/s. Ritona Merchants Private Limited, (ii) M/s. Richiline Vincome Private Limited and (iii) M/s. Max-Cot Vinimay Private Limited with M/s. Toplight Commercial Limited) as per order of the Hon’ble Calcutta High Court and Mutation Certificate No. 07827 issued by Kolkata Municipal Corporation, our company is absolute owner of Premises No. 13, Jamir Lane, Kolkata – 700019 admeasuring total land parcels of 42 Cottahs, 6 Chittaks and 37 square feet.

Registered Office:

Registered Office situated at 7A, Bentinck Street, Kolkata – 700001 has been taken on Rent from Mrs. Kumkum Gupta.

Intellectual Property Details:

The company is using logos mentioned in below table.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1	Toplight Commercial Limited						Unregistered

Plant and Machinery

As on date of Draft Letter of Offer, our company does not possess any plant and machinery.

Capacity and Capacity Utilization

Our total Commercial space is having 82,005 sq. ft. excluding Car Parking & sold out area, out of which 38,959 sq. ft. is utilized and 46,826 sq. ft. is vacant as on the date of this draft letter of offer. However, we have also executed a Letter of Intent for the occupancy of 41,195 sq. ft. of Commercial space on long term lease basis which is under progress.

Human Resource

As on date of Draft Letter of Offer, our Company has 18 employees (including Directors). We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth.

Collaborations

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Draft Letter of Offer.

Import Export Obligations

There are no Import-Export Obligations as on date of filing this Draft Letter of Offer.

Subsidiary / Associate Companies / Joint Venture details:

As on date of Draft Letter of Offer, our Company has no subsidiary Company or Associate Company.

OUR MANAGEMENT

A) Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Our Company currently has 6 (six) directors on its Board. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act, 2013 and SEBI Listing Regulations. The detailed composition are as follows:

Sl. No.	Name of the Director	DIN	Age	Designation
1	Bimal Gupta	00660977	72	Wholetime Director
2	Kumkum Gupta	00499986	71	Wholetime Director
3	Udit Gupta	00741483	40	Wholetime Director
4	Chittaranjan Maikap	06929527	68	Independent Director
5	Kishor Sanghani	00499950	74	Independent Director
6	Neha Gupta	09020690	39	Non-Executive Director

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

Sr. No.	Details of Directors	Designation	Other Directorships
1	<p>Name: Mr. Bimal Gupta</p> <p>Date of Birth: 24.06.1951</p> <p>Age: 72 Years</p> <p>DIN No: 00660977</p> <p>Address: Flat-10C, Paramount Apartments 25, Ballygunge, Circular Road Kolkata- 700019 West Bengal, India</p> <p>Occupation: Business</p> <p>Term: from 01.04.2021 till 31.03.2024</p> <p>Period of Directorship: Since 11.07.2016</p>	Whole-time Director	<p>Indian Companies:</p> <p>Nil</p> <p>Foreign Companies:</p> <p>Nil</p>
2	<p>Name: Mrs. Kumkum Gupta</p> <p>Date of Birth: 25.02.1952</p> <p>Age: 71 Years</p> <p>DIN No: 00499986</p> <p>Address: Flat-10C, Paramount Apartments 25, Ballygunge, Circular Road Kolkata- 700019 West Bengal, India</p> <p>Occupation: Business</p> <p>Term: from 01.04.2021 till 31.03.2024</p> <p>Period of Directorship: Since 20.12.1993</p>	Whole Time Director	<p>Indian Companies:</p> <p>Nil</p> <p>Foreign Companies:</p> <p>Nil</p>
3	<p>Name: Mr. Udit Gupta</p> <p>Date of Birth: 04.12.1982</p> <p>Age: 40 Years</p>	Whole Time Director	<p>Indian Companies:</p> <p>Nil</p> <p>Foreign Companies:</p>

Sr. No.	Details of Directors	Designation	Other Directorships
	DIN No: 00741483 Address: Flat-10C, Paramount Apartments 25, Ballygunge, Circular Road Kolkata- 700019 West Bengal, India Occupation: Business Term: from 01.04.2021 till 31.03.2024 Period of Directorship: Since 09.07.2008		Nil
4	Name: Mr. Chittaranjan Maikap Date of Birth: 10.05.1954 Age: 69 Years DIN No: 06929527 Address: 71E/1b, Tiljala Road, S.O. Gobinda Khatick Road, Kolkata - 700046, West Bengal Occupation: Business Term: from 16.09.2019 till 14.09.2024 Period of Directorship: Since 21.07.2014, Designation changed to Independent Director w.e.f. 16.09.2014	Non-Executive Independent Director	Indian Companies: Nil Foreign Companies: Nil
5	Name: Mr. Kishor Sanghani Date of Birth: 09.03.1949 Age: 74 Years DIN No: 00499950 Address: Flat - 119 A, Motilal Nehru Road, Sarat Bose Road, Circus Avenue, Kolkata- 700029, West Bengal, India Occupation: Business Term: from 16.09.2019 till 14.09.2024 Period of Directorship: Since 14.04.1998, Designation changed to Independent Director w.e.f. 16.09.2014	Non-Executive Independent Director	Indian Companies: Nil Foreign Companies: Nil
6	Name: Mrs. Neha Gupta Date of Birth: 06-07-1984 Age: 39 Years DIN No: 09020690	Non-Executive Director	Indian Companies: Nil Foreign Companies: Nil

Sr. No.	Details of Directors	Designation	Other Directorships
	<p>Address: Flat-10C, Paramount Apartments 25, Ballygunge, Circular Road Kolkata-700019 West Bengal, India</p> <p>Occupation: Service</p> <p>Term: Liable to retire by rotation</p> <p>Period of Directorship: Since 18.01.2021</p>		

Past Directorships in listed companies

- a) **Details of current and past directorship(s) for a period of five years in listed companies for each Director mentioned above, whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure:**
None of our Directors are, or were a director of any listed company other than the issuer company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last five years preceding the date of this Draft Letter of Offer.
- b) **Details of current and past directorship(s) in listed companies for each Director mentioned above, who have been/were delisted from the stock exchange(s) during his/her tenure in the past ten years:**
None of our Directors are or were a director of any listed company other than the issuer company, which has been, or was delisted from any stock exchange during the term of their directorship in such company during the last ten years preceding the date of this Draft Letter of Offer.

Service Contracts with our Directors for benefit upon termination

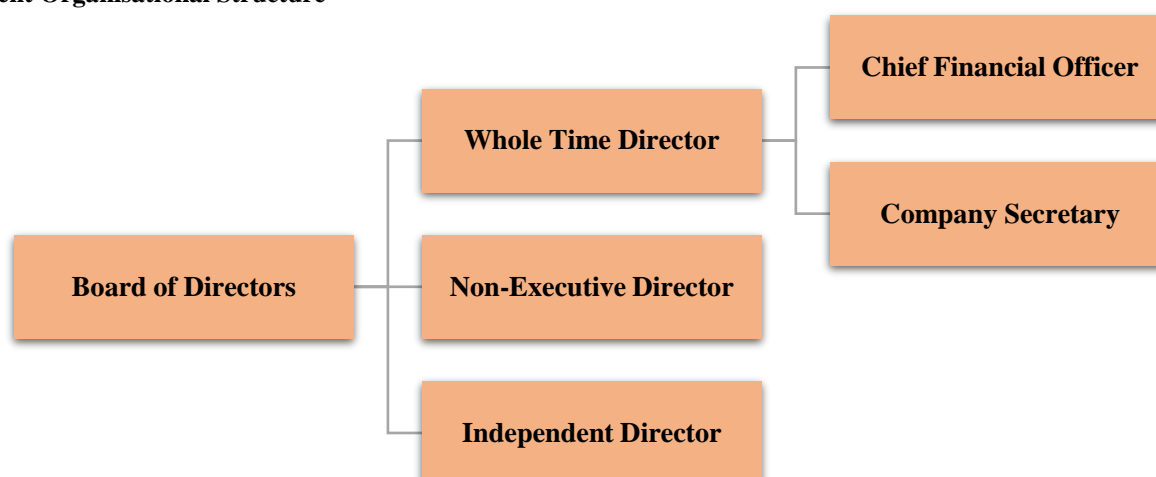
Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

B) Our Senior Management Personnel and Key Managerial Personnel

The details of our senior and the key managerial personnel as on the date of this Draft Letter of Offer are set out below. All the Key Managerial Personnel's are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

No.	Name of senior managerial personnel and key managerial personnel	Designation
1	Mr. Bimal Gupta	Whole-time Director
2	Mrs. Kumkum Gupta	Whole-Time Director
3	Mr. Udit Gupta	Whole-time Director & Chief Financial Officer
4	Mr. Ajit Jain	Company Secretary & Compliance Officer

C) Current Organisational Structure



FINANCIAL STATEMENTS

LIMITED REVIEWED UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED MARCH 31, 2023



ASHOK KUMAR DUGGAR & ASSOCIATES

Chartered Accountants
GSTN: 19AAJFA2371A1ZV

Independent Auditor's Report

The Board of Directors
Toplight Commercial Limited
7A, Bentinck Street
1st Floor
Kolkata 700001

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone annual financial results of Toplight Commercial Limited ("the Company") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations).

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

- are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard and
- give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the financial year ended on March 31, 2023.

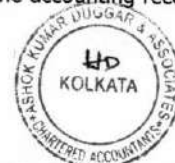
Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone annual financial results 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial results.

Management's Responsibility for the Standalone Financial Results

These financial results have been prepared on the basis of the standalone financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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,

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ASHOK KUMAR DUGGAR & ASSOCIATES

Chartered Accountants
GSTIN: 19AAJFA2371A1ZV

relevant to the preparation and presentation of the annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the annual financial results 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 annual financial results.

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 annual financial results, 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 Companies Act, 2013, 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 annual financial results 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 annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone annual financial results may be influenced. We consider quantitative materiality and qualitative factors in (i)

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planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

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 matters

The standalone annual financial results include the results for the quarter ended 31st March 2023 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the current financial year which were subject to limited review by us.

For **Ashok Kumar Duggar & Associates**

Chartered Accountants

FRN: 308027E

Harsh Dugar

Partner

Membership No. 309621



Place: Kolkata

Date: 27/05/2023

UDIN: 23309621 BQWVUW5021

9 Princep Street, Ground Floor, Kolkata - 700 072

Email Id: akdassociates1983@gmail.com

Phone: 033 40044628

Toplight Commercial Limited

7A, Bentinck Street, Kolkata-700001
Website : www.toplighttd.com
Tel : (033) 2248 4400 / 7676
E-mail : tophightkoi@gmail.com
CIN:L51909WB1985PLC039221

STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2023

Rs. in Lakhs (except EPS)

SL No	Particulars	Quarter ended		Year ended	Year ended
		31.03.2023	31.12.2022	31.03.2022	31.03.2022
		Audited	Un-Audited	Audited	Audited
1	Income from Operations				
	(a) Revenue from Operations	164.25	138.33	169.78	568.55
	(b) Other Operating Income	-	-	16.07	-
	Total Income from Operations (net)	164.25	138.33	185.85	568.55
2	Expenses				
	a) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	7.97	0
	b) Electric Power & fuel	19.86	34.04	37.57	140.32
	c) Employee benefits expense	33.20	32.43	34.11	133.75
	d) Depreciation and amortization expense	10.11	10.12	10.53	40.48
	e) Municipal Tax	9.84	9.85	16.98	40.84
	f) Other expenses	7.39	31.10	22.12	108.79
	Total Expenses	80.40	117.54	129.28	464.18
3	Profit / (Loss) from operations before Other Income, Finance costs & Tax	83.85	20.79	56.57	104.37
4	Other Income	64.37	51.35	76.82	225.16
5	Profit / (Loss) before Finance Costs & Tax	148.22	72.14	133.39	329.53
6	Finance Costs	-	-	-	-
7	Profit / (Loss) before Tax	148.22	72.14	133.40	329.53
	Tax Expenses				
8	a) Current Tax	20.62	35	38.57	75.62
	b) Deferred Tax	-3.53	-	4.64	-3.53
9	Net Profit / (Loss) for the period	131.13	37.14	90.19	257.44
10	Paid up Equity Share Capital (Face value of Rs 10 each)	286.71	286.71	286.71	286.71
11	Reserve excluding Revaluation Reserves	-	-	-	3002.07
12	Earning per Share (Not Annualized)	4.57	1.30	3.14	8.98
	- Basic & Diluted				

NOTES:

- The above financial results were reviewed by the Audit Committee and taken on record at the meeting of the Board of Directors held on 27th May, 2023. The above financial results are prepared in accordance with the Ind AS as prescribed under section 133 of the Companies Act, 2013 read with the relevant rule issued thereunder.
- The auditors have carried out an audit of the results of the company for the financial year ended 31st March 2023. There are no qualifications in the auditors report on these financial results
- Figures for the quarter ended 31st March 2023 represent the balancing figures between the audited figure in respect for the full financial year and the un-audited published year to date figure upto the 3rd quarter of the financial year.
- Previous years figures have been Regrouped/ Reclassified wherever necessary to correspond with current years classification / disclosure.

For and on behalf of the Board of Directors

Place : Kolkata

Date : 27/05/2023



Toplight Commercial Limited

Udit Gupta
Udit Gupta

Director (DIN - 00741483)

Statement of Assets and Liabilities

(Rs. in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
A EQUITY & LIABILITIES		
1 Shareholders' Funds		
(a) Share capital	286.71	286.71
(b) Reserves and surplus	3,002.07	2,744.63
(c) Money received against share warrants	-	-
Sub-total - Shareholders' Funds	3,288.78	3,031.34
2 Share application money pending allotment	-	-
3 Minority Interest	-	-
4 Non-Current Liabilities		
(a) Long-term borrowings	-	-
(b) Deferred tax liabilities (net)	-	-
(c) Other long-term liabilities	100.74	219.86
(d) Long-term provision	-	-
Sub-total - Non-Current Liabilities	100.74	219.86
5 Current Liabilities		
(a) Short-term borrowings	-	-
(b) Trade payables	6.86	13.96
(c) Other current liabilities	21.25	14.14
(d) Short-term provisions	-	-
Sub-total - Current Liabilities	28.11	28.10
TOTAL - EQUITY & LIABILITIES	3,417.63	3,279.29
B ASSETS		
1 Non-Current Assets		
(a) Property, Plant & Equipment	36.20	25.98
(b) Investment Property	617.66	647.67
(c) Non current investments	-	-
(d) Deferred tax assets (net)	15.44	11.91
(e) Long-term loans and advances	45.37	45.37
(f) Other non-current assets	17.50	17.50
Sub-total - Non-Current Assets	732.17	748.43
2 Current Assets		
(a) Current investments	713.29	680.04
(b) Inventories	-	-
(c) Trade receivables	112.39	74.42
(d) Cash and cash equivalents	1,198.16	316.39
(e) Short-term loans and advances	612.25	1,449.17
(f) Other current assets	49.37	10.86
Sub-total - Current Assets	2,685.46	2,530.88
TOTAL - ASSETS	3,417.63	3,279.29



TOPLIGHT COMMERCIALS LIMITED CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

	Rupees (In Thousand)	
	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before Tax as per Statement of Profit and Loss	32,952.97	43,708.41
Adjustments for:		
Depreciation as per books of accounts	4,048.55	4,209.26
Interest Paid	-	9.34
Profit on Sale of Investments	-2,836.20	-2,176.06
Interest Received	-18,657.46	-21,258.56
Profit on Sale of Fixed Asset	-241.21	-46.26
Operating Profit before working Capital Changes	15,266.65	24,446.13
Working Capital Changes		
Adjustments for :		
Change in Current Liabilities	0.89	-5,501.19
Change in Current Assets	72,752.10	-11,118.75
Cash generated from / (used in) operation	88,019.64	7,826.19
Change in Tax Assets	-34.49	-428.58
Less: Direct Taxes Paid	-7,562.02	-9,857.30
Net Cash from / (used in) Operating Activities	80,423.13	-2,459.70
B. CASH FLOW FROM INVESTING ACTIVITIES		
Net Proceeds from Sale of Fixed Assets	298.15	120.00
Addition to Fixed Assets	-2,127.07	-
Profit on Sale of Investments	2,836.20	2,176.06
Interest Received	18,657.46	21,258.56
Net Cash From / (Used in) Investing Activities	19,664.74	23,554.62
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Borrowings	-11,910.85	-4,303.20
Interest Paid	-	-9.34
Net Cash from / (used in) Financing Activities	-11,910.85	-4,312.54
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	88,177.03	16,782.38
Cash and Cash Equivalents :		
Cash and Cash Equivalents as at the commencement of the year	31,638.51	14,856.13
Cash and Cash Equivalents as at the end of the year	119,815.54	31,638.51
	88,177.03	16,782.38



**DECLARATION PURSUANT TO REGULATION 33(3) (D) OF SEBI (LISTING
OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Regulations 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we confirm that the Statutory Auditors of the Company, M/s Ashok Kumar Duggar & Associates, Chartered Accountants, have issued Audit Report with unmodified opinion on the Audited Financial Results of the Company for the year ended 31st March 2023.

For Toplight Commercials Ltd.


Udit Gupta
Chief Financial Officer

Date : 27th May, 2023
Place : Kolkata

Toplight Commercial Limited

Ashok Amit & Co.
Chartered Accountants

33/1, Netaji Subhas Road
344, Marshall House,
Kolkata - 700 001

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TOPLIGHT COMMERCIALS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Toplight Commercial Limited** ("the Company"), which comprise the balance sheet as at **31st March 2022**, the statement of Profit and Loss (including Other Comprehensive Income), 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 standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 the matters described below to be the key audit matters to be communicated in our report:

Recoverability of Trade Receivable

As at 31st March, 2022, the Company has an outstanding trade receivable for > 6 months from due date of payment amounting to Rs. 33.26 lakhs given to M/s Multiple Resorts Pvt. Ltd. which involves significant judgement to determine its possible recoverability.

Considering the materiality of the amounts involved, the significant management judgement required in estimating the recoverability of this receivable and such estimates and judgements being inherently subjective, this matter has been identified as a key audit matter for the current year audit.

Auditor's Response

As per the information and explanation received from the management, this amount is considered good and therefore no provision is required to be created for this amount in the financial statements. The company also has security deposit from M/s Multiple Resorts Pvt. Ltd. amounting to Rs. 44.08 lakhs which substantially covers the receivable amount in case of non-recoverability of the dues in the coming year.

Information Other than the Standalone 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 Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statement 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in clauses 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements — Refer Note 33 to the financial statements
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d)
 - (i) The management has represented that, to the best of its 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 entity(ies), 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;
 - (ii) The management has represented, that, to the best of its 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
 - (iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- e) No dividend has been declared or paid during the year by the company.
- f) The Ministry of Corporate Affairs ("MCA") vide its notification dated 24th March, 2021 had inserted the following proviso to rule 3(1) of the Companies (Accounts) Rules, 2014:

"Provided that for the financial year commencing on or after the 1st day of April, 2021, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled"

However, the applicability of the above notification was deferred by 1 year to 1st April, 2022 by amending the same vide Companies (Accounts) Second Amendment Rules, 2021. The MCA has further amended the proviso vide Companies (Accounts) Second Amendment Rules, 2022 and has deferred the applicability by 1 more year to 1st April, 2023.

Therefore, the company has used its accounting software for maintaining its books of account without the feature of audit trail (edit log) facility.

For **Ashok Amit & Co.**
Chartered Accountants
Firm Reg. No. 322338E

Ashok Agrawal
Partner

Place : Kolkata
Date : the 30th day of May 2022

Membership No. 050941
UDIN : 22050941AMTYIU4942

Ashok Amit & Co.
Chartered Accountants

33/1, Netaji Subhas Road
344, Marshall House,
Kolkata - 700 001

ANNEXURE "A" TO THE AUDITORS' REPORT

With reference to the Annexure A referred to in the Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2022, to the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) 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 Property, Plant and Equipment;
 - (B) The company had no Intangible Assets as on 31st March, 2022 nor at any time during the financial year ended 31st March, 2022. Accordingly, clause 3(i)(B) of the order is not applicable.
 - (b) As explained to us, a major portion of the assets are physically verified by the management in a phased manner. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
 - (c) We have inspected the original title deeds of immovable properties of the company disclosed in the financial statements of the company and held as Property, Plant and Equipment or as Investment Property. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company disclosed in the financial statement of the company and held as Property, Plant and Equipment or as Investment Property are held in the name of the company.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company has inventory of shares and securities only. Accordingly, in our opinion, the provisions of clause 3(ii) of the Order are not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii) (b) of the order is not applicable.
- (iii) (a) The Company has during the year provided loans to entities as mentioned below:

To parties other than subsidiaries, joint ventures and associates	Loans Rupees (in thousand)
Aggregate Amount granted/provided during the year	
- Others	1,65,000
Balance outstanding as at balance sheet date in respect of above cases	
- Others	1,43,017

- (b) We are of the opinion that the investments made and the terms and conditions of the grant of all loans are not prejudicial to the company's interest.
- (c) Based on our scrutiny of the company's books of account and other records and according to the information and explanations received by us from the management, we are of the opinion that in respect of loans, the schedule of repayment of principal and payment of interest have been stipulated in all the cases and the repayments/receipts of the same are regular.
- (d) Based on our scrutiny of the company's books of account and other records, the total amount overdue for more than 90 days is Rs. 3 Crores in respect of loans provided by the Company. According to the information and explanations received by us from the management, reasonable steps have been taken by the Company for recovery of the above amount.
- (e) According to the information and explanations given to us and based on our examination of the records of the company, the following loans granted which has fallen due during the year, has been renewed or extended:

Name of the Parties	Aggregate amount (in thousand) of existing loans renewed or extended	Percentage* of the aggregate to the total loans granted during the year
Jupiter International Limited	30,000	18.18%

- (f) According to the information and explanations given to us and based on our examination of the records of the company, the company has not granted any loans without specifying any terms or period of repayment.
- (iv) The Provisions of Section 185 and 186 of the Companies Act, 2013 have been complied in respect of loans, investments, guarantees and security.
- (v) According to the information and explanations given to us and based on our examination of the records of the company, the company has not accepted deposits from its members and the public during the year. Accordingly, clause 3 (v) of the order is not applicable.
- (vi) We have been informed by the management, that the cost records required to be maintained under section 148(1) of the Companies Act, 2013 as specified by the Central Government, are not applicable to the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the records of the company, in respect of Statutory dues, the company is regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it,
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of above statutory dues were outstanding, as at 31st March, 2022 for a period of more than six months from the date they became payable.
- (viii) There were no transactions that were not recorded in the books of account which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, Accordingly, clause 3 (viii) of the order is not applicable. (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

- (b) According to the information and explanations given to us, the company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us and based upon our examination of the records of the company, the company has not obtained any money by the way of term loans during the year. Accordingly, clause 3 (ix) (c) of the order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and based on our examination of the records of the company, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, clause 3 (ix) (e) of the order is not applicable.
- (f) According to the information and explanations given to us and based on our examination of the records of the company, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, clause 3 (ix) (f) of the order is not applicable.
- (x) (a) Based on our examination of the records of the company, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the order is not applicable.
- (b) Based on our examination of the records of the company, we report that the Company has not made any preferential allotment of private placement of shares or debentures during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- (xi) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the company or any fraud on the company has been noticed or reported during the course of our audit.
- (b) Based upon the audit procedures performed and information and explanations given by the management, no report under sub-Section (12) of Section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) According to the information and explanations given by the management, we report that the company did not receive any whistle-blower complaints.
- (xii) According to the information and explanations given by the management, the company is not a Nidhi Company. Accordingly, clause 3 (xii) of the order is not applicable to the company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based upon the audit procedures performed and information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- (xv) 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, clause 3(xv) of the order is not applicable.

- (xvi) (a) According to the information and explanations given to us and based on our 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 and based on our examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities, accordingly, clause 3(xvi)(b) of the order is not applicable.
- (c) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not a Core Investment Company (CIC) as defined under the regulations by the Reserve Bank of India, Accordingly, clause 3(xvi)(c) and clause 3(xvi)(d) of the order is not applicable.
- (xvii) On the basis of our examination of the records of the company, the company has not incurred cash losses in the Financial Year and in the immediately preceding financial year. Accordingly, clause 3(xvii) of the order is not applicable.
- (xviii) There has been no resignation of the statutory auditors during the year, Accordingly, clause 3(xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that company is not 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. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 of Companies Act, 2013 are not applicable to the company. Accordingly, clause 3(xx) of the order is not applicable.
- (xxi) On the basis of our examination of the records of the Company, the Company is not required to prepare Consolidated Financial Statements for the year ended 31st March, 2022. Accordingly, clause 3(xxi) of the order is not applicable.

For **Ashok Amit & Co.**
Chartered Accountants
Firm Reg. No. 322338E

Ashok Agrawal
Partner

Membership No. 050941
UDIN : 22050941AMTYIU4942

Place : Kolkata
Date : the 30th day of May 2022

Ashok Amit & Co.
Chartered Accountants

33/1, Netaji Subhas Road
344, Marshall House,
Kolkata - 700 001

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls over Financial Reporting 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 **TOPLIGHT COMMERCIALS LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable

assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 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 March 31, 2022, 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 **Ashok Amit & Co.**
Chartered Accountants
Firm Reg. No. 322338E

Ashok Agrawal
Partner

Place : Kolkata
Date : the 30th day of May 2022

Membership No. 050941
UDIN : 22050941AMTYIU4942

BALANCE SHEET AS AT 31ST MARCH, 2022

Rupees (in Thousand)

	Note	As at 31st March 2022	As at 31st March 2021
ASSETS			
Non-Current Assets			
Property, Plant & Equipments	2	2,598	3,720
Investment Property	3	64,767	67,927
Financial Assets			
Loans	4	4,537	4,537
Deferred Tax Assets (Net)	5	1,191	1,655
Other Non-Current Assets	6	1,750	1,750
Current Assets			
Inventories	7	--	5,264
Financial Assets			
Investments	8	68,004	54,453
Trade Receivables	9	7,442	7,722
Cash and Cash Equivalents	10	31,639	14,856
Loans	11	1,44,917	1,41,815
Tax Assets (Net of Provisions)	12	825	396
Other Current Assets	13	261	252
Total		3,27,929	3,04,347
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	28,671	28,671
Other Equity	15	2,74,463	2,41,076
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Other Liabilities	16	21,986	26,289
Current Liabilities			
Financial Liability			
Borrowings	17	--	522
Trade Payables	18		
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,396	6,633
Other Liabilities	19	1,414	1,157
Total		3,27,929	3,04,347
Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements.	1 to 42		

As per our report of even date
For **Ashok Amit & Co.**
Firm Registration No. 322338E
Chartered Accountants
Ashok Agrawal
Partner
Membership No. 050941
Kolkata, the 30th May, 2022

Signatures to the Balance Sheet and Notes to Financial Statements
For and on behalf of the Board of Directors

Bimal Gupta
Director
DIN : 00660977

Udit Gupta
Director
DIN : 00741483

Ajit Jain
CS

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022

Rupees (in Thousand)

	Note	For the year ended 31st March 2022	For the year ended 31st March 2021
Income			
Revenue from Operations	20	70,982	94,155
Other Income	21	26,394	31,783
Total Revenue		97,376	1,25,937
Expenditure and Charges			
Purchase of Stock-in-Trade	22	--	22,438
Changes in Inventories of Stock-in-Trade	23	5,264	6,823
Employee Benefits Expense	24	14,112	5,980
Finance Costs	25	9	408
Depreciation and Amortization Expense	26	4,209	4,866
Other Expenses	27	30,073	32,979
Total Expenses		53,667	73,493
Profit Before Tax		43,708	52,444
Tax Expenses	28		
Current Tax		9,857	19,755
Deferred Tax		464	-20
Profit /Total Comprehensive Income for the period from Continuing Operations		33,387	32,710
Earnings per equity share of face value of Rs.10 each	29		
Basic & Diluted		11.64	11.41

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

1 to 42

As per our report of even date
For **Ashok Amit & Co.**
Firm Registration No. 322338E
Chartered Accountants
Ashok Agrawal
Partner
Membership No. 050941
Kolkata, the 30th May, 2022

Signatures to the Balance Sheet and Notes to Financial Statements
For and on behalf of the Board of Directors

Bimal Gupta
Director
DIN : 00660977

Udit Gupta
Director
DIN : 00741483
Ajit Jain
CS

STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH, 2022

Rupees (in Thousand)

	As at 1st April 2020	Changes during the Year	As at 1st April 2021	Changes during the Year	As at 1st April 2022
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A. Equity Share Capital

Equity Share Capital	28,671	—	28,671	—	28,671
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B. Other Equity

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earning	
Balance as at 31st March, 2020	1,04,126	1,04,240	2,08,366
Profit & Loss for the year	-	32,710	32,710
Balance as at 31st March, 2021	1,04,126	1,36,950	2,41,076
Profit & Loss for the year	—	33,387	33,387
Balance as at 31st March, 2022	1,04,126	1,70,337	2,74,463

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Rupees (in Thousand)

	2021-22	2020-21
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before Tax as per Statement of Profit and Loss	43,708	52,444
Adjustments for :		
Depreciation as per books of accounts	4,209	4,866
Interest Paid	9	408
Profit on Sale of Investments	-2,176	-1,405
Interest Received	-21,259	-19,042
Profit on Sale of Fixed Asset	-46	--
Operating Profit before working Capital Changes	24,446	37,271
Working Capital Changes		
Adjustments for :		
Change in Current Liabilities	-5,501	-3,400
Change in Current Assets	-11,119	-24,488
Cash generated from / (used in) operation	7,826	9,384
Change in Tax Assets	-429	3,522
Less: Direct Taxes Paid	-9,857	19,755
Net Cash from / (used in) Operating Activities	-2,460	-6,848
B. CASH FLOW FROM INVESTING ACTIVITIES		
Net Proceeds from Sale of Fixed Assets	120	--
Profit on Sale of Investments	2,176	1,405
Interest Received	21,259	19,042
Net Cash From / (Used in) Investing Activities	23,555	20,447
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Borrowings	-4,303	-522
Interest Paid	-9	-408
Net Cash from / (used in) Financing Activities	-4,313	-930
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	16,782	12,669
Cash and Cash Equivalents :		
Cash and Cash Equivalents as at the commencement of the year	14,856	2,187
Cash and Cash Equivalents as at the end of the year	31,639	14,856
	16,782	12,669

As per our report of even date
For **Ashok Amit & Co.**
Firm Registration No. 322338E
Chartered Accountants
Ashok Agrawal
Partner
Membership No. 050941
Kolkata, the 30th May, 2022

For and on behalf of the Board of Directors

Bimal Gupta
Director
DIN : 00660977

Udit Gupta
Director
DIN : 00741483

Ajit Jain
CS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

1. NATURE OF PRINCIPAL ACTIVITIES

Toplight Commercial Limited ("the Company") is engaged in the business of earning income from its real estate property situated at 13, Jamir Lane, Kolkata 700019, West Bengal.

2. GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

These standalone financial statements ("financial statements") of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

The financial statements for the financial year ended 31 March 2022 were authorized and approved for issue by the Board of Directors on 30th May, 2022.

3. BASIS OF PREPARATION

The financial statements have been prepared on going concern basis in accordance with Ind AS. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared using the significant accounting policies and measurement basis summarized below. These were used throughout all periods presented in the financial statements.

a) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

b) Property, plant and equipments

Recognition and initial measurement

Property, plant and equipment are initially stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on written down value method from the formula provided under Schedule II of the Companies act, 2013.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

c) Investment properties

Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Investment properties are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on investment properties is provided on written down value method from the formula provided under Schedule II of the Companies Act, 2013.

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d) Inventories

Equity Shares, held as stock-in-trade (i.e., for sale in the ordinary course of business) are measured individually at lower of cost and net realizable value as per Ind-AS 2. However, the Company does not have any inventory as on 31.03.2022.

e) Revenue Recognition

Revenue is recognized only when it can reliably be measured and it is reasonable to expect ultimate collection.

Income is recorded on accrual basis, i.e., at the time when the right to receive is established by the reporting date.

f) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset, if any, that necessarily takes a substantial period of time to get ready for its intended use or sale are

capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

g) Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Minimum alternate tax ("MAT") credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

h) Employee Benefits

Short term benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related service is rendered. Leave Salary is being paid at the year end.

Gratuity

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The Company participates in the Employees' Group Gratuity Scheme of LIC of India, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs, if any. The defined benefit obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year end by reference to market yields on government bonds. Service cost on the Company's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined

benefit liability, if any, is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability, if any, are included in other comprehensive income.

Provident Fund & ESI

The Company makes contribution to statutory provident fund in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and statutory ESI fund in accordance with the Employees' State Insurance Act, 1948. The contribution paid or payable, is recognized as an expense in the period in which services are rendered by the employee.

i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and balances with banks.

j) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realization of income is virtually certain, related asset is disclosed.

k) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets

Subsequent measurement

- i. **Financial assets carried at amortized cost** – a financial asset is measured at the amortized cost, if both the following conditions are met:
 - a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
 - b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.
- ii. **Investments in mutual funds and Equity Instruments (Quoted)** – These investments are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortized cost.

De-recognition of financial liabilities

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

l) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

m) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Classification of leases – The Company enters into leasing arrangements for earning income from its real estate property. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

Significant estimates

Useful lives of depreciable/amortizable assets – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Valuation of investment property – Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The determination of the fair value of investment properties requires the use of estimates such as future cash flows from the assets and discount rates applicable.

n) Financial Risk Management

Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

o) Segment Reporting

The Company is engaged primarily in the business of Earning Income from House Property. There are no separate reportable segments as per Ind AS – 108 dealing with Segment Reporting.

p) Impact of COVID-19

The Company has considered the possible effects that may result from COVID-19 in the preparation of the financial statements, including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of the financial statements.

2. PROPERTY, PLANT AND EQUIPMENT

(All amounts in Rupees - Thousands, unless otherwise stated)

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION AND AMORTIZATION			NET BLOCK	
	As at 01.04.2021	Additions	Disposals	As at 31.03.2022	As at 01.04.2021	For the Year	As at 31.03.2022	As at 31.03.2021
PROPERTY, PLANT AND EQUIPMENT								
Furniture & Fixtures	2842	0	0	2842	1860	219	2079	763
Vehicles	10149	0	523	9627	7432	826	7806	1818
Equipments	196	0	0	196	177	4	181	16
Total :	13189	0	523	12666	9469	1048	10068	2598
								3720

The changes in the carrying value of property, plant and equipment for the year ended 31st March 2021 are as follows :

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION AND AMORTIZATION			NET BLOCK	
	As at 01.04.2020	Additions	Disposals	As at 31.03.2021	As at 01.04.2020	For the Year	As at 31.03.2021	As at 31.03.2020
PROPERTY, PLANT AND EQUIPMENT								
Furniture & Fixtures	2842	0	0	2842	1565	295	1860	982
Vehicles	10149	0	0	10149	6212	1220	7432	2718
Equipments	196	0	0	196	157	21	177	20
Total :	13189	0	0	13189	7933	1536	9469	3720
								5256

(All amounts in Rupees - Thousands, unless otherwise stated)

3. INVESTMENT PROPERTY

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION AND AMORTIZATION			NET BLOCK	
	As at 01.04.2021	Additions	Disposals	As at 31.03.2022	For the Year	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
INVESTMENT PROPERTY								
Freehold Land	5,575	-	-	5,575	-	-	5,575	5,575
Buildings	80,876	-	-	80,876	3,161	21,684	59,192	62,353
Total :	86,451	-	-	86,451	3,161	21,684	64,767	67,927

The changes in the carrying value of investment property for the year ended 31st March, 2021 are as follows

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION AND AMORTIZATION			NET BLOCK	
	As at 01.04.2020	Additions	Disposals	As at 31.03.2021	For the Year	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
INVESTMENT PROPERTY								
Freehold Land	5,575	0	0	5,575	0	0	5,575	5,575
Buildings	80,876	0	0	80,876	33,30	185,23	623,53	6,5883
TOTAL	86,451	0	0	86,451	33,30	1185,23	679,27	7,1257

Leasing arrangements

Certain investment properties are leased to tenants under long-term operating leases with rentals payable monthly. The future minimum lease rentals receivable as per the existing agreements with the Company as at year end are:

Particulars	31.03.2022 Rupees (In Cr.)	31.03.2021 Rupees (In Cr.)
Up to one year	2.24	2.95
Two to five years	3.78	11.82
More than five years	-	5.80
Total	6.00	20.57
Fair value		
Particulars	31.03.2022 Rupees (In Cr.)	31.03.2021 Rupees (In Cr.)
Fair Value	23.62	25.11

Fair value hierarchy and valuation technique

The Company has used Discounted Cash Flow approach to arrive at the fair value.

NOTES ON NON-CURRENT ASSETS

(All amounts in Rupees - Thousands, unless otherwise stated)

FINANCIAL ASSETS

4 OTHER FINANCIAL ASSETS

	As at 31st March 2022		As at 31st March 2021	
	Non Current	Current	Non Current	Current
Security Deposits (Unsecured and Considered good)	4,537	261	4,537	252
	<u>4,537</u>	<u>261</u>	<u>4,537</u>	<u>252</u>

5 DEFERRED TAX ASSET (Net)

	As at 31st March 2022	As at 31st March 2021
Depreciation	1,746	1,846
Measuring Investments at Fair Value through Profit & Loss	-555	-191
	<u>1,191</u>	<u>1,655</u>

Note : All movements in Deferred Tax Assets (Net) has been recognized in the statement of profit and Loss.

6 OTHER NON CURRENT ASSETS

	As at 31st March 2022	As at 31st March 2021
Capital Advances		
Considered Good	1,750	1,750
Considered Doubtful	13,548	13,548
Provision for Doubtful Advances	-13,548	-13,548
	<u>1,750</u>	<u>1,750</u>

CURRENT ASSETS

7 INVENTORIES

	As at 31st March 2022	As at 31st March 2021
Stock-in-Trade		
Shares and Securities	-	5,264
	<u>-</u>	<u>5,264</u>

FINANCIAL ASSETS

(All amounts in Rupees - Thousands, unless otherwise stated)

8 INVESTMENTS

	As at 31st March 2022	As at 31st March 2021
Measured at Fair Value through Profit or Loss		
Investment in Equity Instruments (Refer Schedule INV)	6,940	—
Investment in Mutual Funds (Quoted)		
HDFC Ultra Short Term Fund - Regular - Growth (2022: 13,39,844.627 units of Rs.10 each) (2021: 13,39,844.627 units of Rs.10 each)	16,450	15,872
IDFC Ultra Short Term Fund - Regular - Growth (2022: 36,16,805.569 units of Rs.10 each) (2021: 32,37,003.525 units of Rs.10 each)	44,614	38,581
	<u>68,004</u>	<u>54,453</u>
Aggregate amount of Quoted Investments and its Market Value:	<u>68,004</u>	<u>54,453</u>

9 TRADE RECEIVABLES

	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good		
Trade Receivables (Refer Schedule TR of Ageing Schedule)	7,442	7,722
	<u>7,442</u>	<u>7,722</u>

10 CASH AND CASH EQUIVALENTS

	As at 31st March 2022	As at 31st March 2021
Balance with Banks	31,350	14,571
Cash on hand	289	285
	<u>31,639</u>	<u>14,856</u>

11 LOANS

	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good		
Inter Corporate Loans	1,43,017	1,20,000
Other Loans & Advances	1,900	21,815
	<u>1,44,917</u>	<u>1,41,815</u>

(All amounts in Rupees - Thousands, unless otherwise stated)

12 TAX ASSETS (Net of Provisions)

	As at 31st March 2022	As at 31st March 2021
Balance with Revenue Authorities	825	396
	<u>825</u>	<u>396</u>

13 OTHER CURRENT ASSETS

	As at 31st March 2022	As at 31st March 2021
Interest accrued on Security Deposit (Refer Note 4)	261	252
	<u>261</u>	<u>252</u>

EQUITY

14 EQUITY SHARE CAPITAL

	As at 31st March 2022	As at 31st March 2021
Authorised		
30,00,000 Equity Shares of Rs.10 each (2021 : 30,00,000 Equity Shares of Rs.10 each)	30,000	30,000
	<u>30,000</u>	<u>30,000</u>
Issued, Subscribed and Fully paid up		
28,67,060 Equity Shares of Rs.10 each (2021 : 28,67,060 Equity Shares of Rs.10 each)	28,671	28,671
	<u>28,671</u>	<u>28,671</u>

14.1 The reconciliation of the number of Equity Shares outstanding is set out below :

Particulars	As at 31st March 2022 No. of Shares	As at 31st March 2021 No. of Shares
Shares outstanding at the beginning of the year	28,67,060	28,67,060
Shares outstanding at the end of the year	28,67,060	28,67,060

14.2 The details of Shareholders holding more than 5% Shares :

Name of Shareholders	As at 31st March 2022 No. of Shares	% held	As at 31st March 2021 No. of Shares	% held
Smt. Kunkum Gupta	5,06,350	17.66	5,06,350	17.66
Sri Udit Gupta	4,80,450	16.76	4,80,450	16.76

14.3 The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share.

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

14.4 Shareholding of Promoters

Shares held by Promoters at the end of the year

Sl. No.	Promoter Name	No. of Shares	% of total shares	% change during the year
1.	Sri Bimal Gupta	67,440	2.35	2.02
2.	Smt. Kumkum Gupta	5,06,350	17.66	Nil
3.	Sri Udit Gupta	4,80,450	16.76	Nil
4.	Sri Avishek Saraf	54,500	1.90	Nil
5.	Sri Nirmal Kumar Saraf	73,100	2.55	Nil
6.	Smt. Premlata Nathany	36,100	1.26	Nil
7.	Smt. Pushpa Agarwal	5,500	0.19	Nil
8.	Sri Suresh Kumar Agarwal	27,500	0.96	Nil
9.	Sri Tara Chand Agarwal	91,200	3.18	Nil
	Total	13,42,140	46.81	2.02

15. OTHER EQUITY

	As at 31st March, 2022	As at 31st March, 2021
General Reserve		
Opening Balance	1,04,126	1,04,126
Addition during the year	—	—
Closing Balance	1,04,126	1,04,126
Retained Earnings		
Opening Balance	1,36,950	1,04,240
Addition during the year	33,387	32,710
Closing Balance	1,70,337	1,36,950

LIABILITIES

NON CURRENT LIABILITIES FINANCIAL LIABILITIES

16. OTHER LIABILITIES

	As at 31st March 2022		As at 31st March 2021	
	Non Current	Current	Non Current	Current
Security Deposits	21,986	—	26,289	—
	21,986	—	26,289	—

- 16.1 a)** The Company has not been declared as a wilful defaulter by a bank or Financial Institution or other lender
- b)** There are no charges or satisfaction pending to be registered with Registrar of Companies beyond the statutory period

(All amounts in Rupees - Thousands, unless otherwise stated)

CURRENT LIABILITIES FINANCIAL LIABILITIES

17. BORROWINGS

	As at 31st March 2022	As at 31st March 2021
Current maturities of long-term borrowings (Auto Loan)	—	522
	<u>—</u>	<u>522</u>

18. TRADE PAYABLES

	As at 31st March 2022	As at 31st March 2021
Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Schedule TP for Ageing Schedule)	1,396	6,633
	<u>1,396</u>	<u>6,633</u>

19. OTHER CURRENT LIABILITIES

	As at 31st March 2022	As at 31st March 2021
Revenue received in Advance	7	3
Others		
Statutory Dues	1,201	986
Liabilities for Expenses	207	169
	<u>1,414</u>	<u>1,157</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in Rupees - Thousands, unless otherwise stated)

20. REVENUE FROM OPERATIONS

	<u>2021-2022</u>	<u>2020-2021</u>
Sale of Services		
Rent and Licence Fees	36,192	34,250
Electricity Charges Recovered	10,849	13,812
Maintenance Services	14,761	13,851
Other Operating Revenues		
Sale of Shares & Securities	8,067	32,088
FMV of Inventory on Conversion to Capital Asset	1,113	-
Profit from Speculation Business	-	153
	<u>70,982</u>	<u>94,155</u>

21. OTHER INCOME

	<u>2021-2022</u>	<u>2020-2021</u>
Interest Income		
On Loans	21,548	19,435
On Others	290	393
Dividend	45	9,790
Net Gain on Sale of Investments	2,176	1,405
Gain from measuring Investments at FVTPL	2,206	760
Other Non Operating Income	129	-
	<u>26,394</u>	<u>31,783</u>

22. PURCHASE OF STOCK-IN-TRADE

	<u>2021-2022</u>	<u>2020-2021</u>
Purchase of Shares & Securities	--	22,438
	<u>--</u>	<u>22,438</u>

23. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	<u>2021-2022</u>	<u>2020-2021</u>
Inventories (at close)		
Shares and Securities	--	5,264
Inventories (at commencement)		
Shares and Securities	5,264	12,086
	<u>5,264</u>	<u>6,823</u>

(All amounts in Rupees - Thousands, unless otherwise stated)

24. EMPLOYEE BENEFITS EXPENSE

	2021-2022	2020-2021
Salaries and Wages*	13,771	5,748
Contribution to Provident Funds**	160	174
Contribution to Gratuity Fund	131	13
Contribution to Other Fund - ESI***	51	46
	<u>14,112</u>	<u>5,980</u>

* Office: Rs.126.12723 lakh, Mail: Rs. 11.57903 lakh

** Office: Rs. 0.63194 lakh, Mail: Rs. 0.96362 lakh

*** Office: Rs. 0.15645 lakh, Mail: Rs. 0.35075 lakh

25. FINANCE COST

	2021-2022	2020-2021
Interest Expense	9	408
	<u>9</u>	<u>408</u>

26. DEPRECIATION AND AMORTIZATION EXPENSE

	2021-2022	2020-2021
Depreciation and Amortization Expense	4,209	4,866
	<u>4,209</u>	<u>4,866</u>

27. OTHER EXPENSES

	2021-2022	2020-2021
Operating Expenses		
Electric Power and Fuel	15,824	17,003
Labour Charges	1,967	2,167
Repairs to Buildings	42	93
Maintenance Expenses	4,078	4,787
Municipal Taxes	6,112	7,353
Administration & Establishment Expenses		
Professional Fees	307	320
Rent	95	94
Rates and Taxes	59	36
Insurance	271	301
Staff Welfare Expenses	31	30
Travelling and Conveyance	375	282

(All amounts in Rupees - Thousands, unless otherwise stated)

Payment to Auditors				
Statutory Audit	95		90	
Tax Audit	--		4	
Limited Review of Quarterly Results	5	100	6	100
Advertisement		14		50
Telephone Expenses		53		50
Guest Entertainment Expenses		14		15
Donation		130		27
Miscellaneous Expenses		601		273
		<u>30,073</u>		<u>32,979</u>

28. TAX EXPENSE

		<u>2021-2022</u>	<u>2020-2021</u>
Current Tax			
Income Tax for Current Year	9,830	12,275	
Income Tax for earlier years*	<u>28</u>	<u>7,480</u>	19,755
Deferred Tax		<u>464</u>	<u>-20</u>
		<u>10,322</u>	<u>19,734</u>

28a. The major components of income tax expense and reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.168% under section 115BAA of the Income Tax Act, 1961 and the reported tax expense in the Statement of Profit or Loss are as follows:

Reconciliation of tax expense and the accounting profit multiplied by tax rate :

	<u>2021-2022</u>	<u>2020-2021</u>
Profit Before Tax	43,708	52,444
Tax using the applicable tax rate 25.168% (31 March 2021: 25.168%)	10,896	13,195
Tax effect of :		
Earlier year tax adjustment	28	7,480
Non deductible expenses	2,124	1,750
Deductible incomes	-919	-653
Deferred Tax impact	464	-20
Assets assessed under house property	-2,271	-2,031
Capital gains	-	13
	<u>10,322</u>	<u>19,734</u>

(All amounts in Rupees - Thousands, unless otherwise stated)

29. EARNINGS PER SHARE (EPS)

	2021-2022	2020-2021
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	33,387	32,710
ii) Weighted Average number of equity shares used as denominator for calculating EPS (Nos. in lakhs)	2,867	2,867
iii) Earnings per Shares (Rs.)		
Basic & Diluted	11.64	11.41
iv) Face Value per equity share (Rs.)	10	10

30. RELATED PARTY DISCLOSURES

As per Ind-AS 24, the disclosures of transactions with the related parties are given below :

- i) **List of related parties where control exists and related parties with whom transactions have taken place and relationships :**

Sl.No.	Name of Related Party	Relationship
1	Smt. Kumkum Gupta	Director
2	Shri Bimal Gupta	Director
3	Shri Udit Gupta	Appointed as CFO on 15.12.2021
4	Shri Nirmal Kumar Saraf	Resigned on 15.12.2021
5	Shri Ajit Jain	Company Secretary

- ii) **Transactions during the year with related parties :**

	2021-2022	2020-2021
Key Managerial personnel		
Salary paid to Directors	10,800	3,636
Salary, Bonus, House Rent Allowance paid to CFO	207	318
Salary, Bonus paid to Company Secretary	171	27

- iii) **Disclosure in Respect of Material Related Party Transactions During the year :**

- Paid to Directors include Smt. Kumkum Gupta Rs. 36 Lakh (2020-21 : Rs. 12.12 Lakh), Sri Udit Gupta Rs. 36 Lakh (2020-21 : Rs. 12.12 Lakh) & Sri Bimal Gupta Rs. 36 Lakh (2020-21 : Rs. 12.12 Lakh)
- Paid to CFO includes Sri Nirmal Kumar Saraf Rs. 2.07 Lakh (2020-21 : Rs. 3.18 Lakh).
- Paid to CS includes Sri Ajit Jain Rs. 1.71 Lakh (2020-21 : Rs. 0.27 Lakh).

31. Earnings in Foreign Exchange : Rs. Nil (2020-21 : Rs Nil)

Expenditure in Foreign Currency : Rs. Nil (2020-21 : Rs Nil)

32. There are no dues /overdues by the Company as on 31 March 2022 to suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006. However, confirmation as regards to the status has not been received in all the cases by the Company.

(All amounts in Rupees - Thousands, unless otherwise stated)

33 Contingent Liability not provided for in respect of:

1	Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (2020-21 : Rs Nil).		
2	Other Contingent Liabilities	2021-2022	2020-2021
	Claims, not acknowledged as debts*	18,966	-

*The claims against the Company represent demands arising on completion of assessment proceedings under section 147 read with section 144B of the Income Tax Act, 1961 and Notice of demands issued under section 156 of the Income-Tax Act, 1961. These matters are pending before Commissioner of Income-tax (Appeals) and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

34 In the opinion of the Board of Directors, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the books of account. Provision for all known and determined liabilities is adequate and not in excess / short of the amount considered reasonably necessary.

35	EMPLOYEE BENEFITS	2021-2022	2020-2021
	GRATUITY		
i)	Change in Present Value of Obligation		
	Current Service Cost	131	13
	Benefits Paid	131	13
	Present value of the obligation at the end of the year	-	-
ii)	Amounts Recognised in the Balance Sheet		
	Present value of the obligation at the end of the year	-	-
iii)	Amounts Recognised in the statement of P&L		
	Current Service Cost	131	13
iv)	Actuarial Assumptions		
	Mortality Rate - LIC (2006-08) ultimate		
	Withdrawal Rate - 1 to 3% depending on age.		
	Discount Rate	7.0% p.a.	7.5% p.a.
	Salary Escalation	7.5%	5%

36 FINANCIAL INSTRUMENTS BY CATEGORY

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the financial statement are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability.

ii) Financial assets measured at fair value - recurring fair value measurements

31.03.2022	Level 1	Level 2	Level 3	Total
Investments at FVTPL				
Investments in Equity Shares	6,940	-	-	6,940
Investments in Mutual Funds	61,064	-	-	61,064
31.03.2021	Level 1	Level 2	Level 3	Total
Investments at FVTPL				
Investments in Mutual Funds	54,453	-	-	54,453

(iii) Valuation techniques used to determine fair value

Net asset value for mutual funds on the basis of the statement received from investee party.
Market Value of Equity Shares on the basis of Holding Statement received from Depository.

- 37 In the Financial Year 2019-20, the Company made Provision for doubtful advances against Capital Advances amounting to Rs. 1.35 crores given to M/s Avani Projects & Infrastructure Ltd. since the same was considered doubtful. The management is still pursuing for recovery of the same.
- 38 There are no Loans or Advances in the nature of Loans granted to Promoters, Directors, KMPs and Related Parties (as defined under Companies Act, 2013) either severally or jointly with any other person, outstanding at the year end.
- 39 The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 40 No proceedings have been initiated or is pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 41 Analytical Ratios - Refer Note 41.1
- 42 Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.

As per our report of even date
For **Ashok Amit & Co.**
Firm Registration No. 322338E
Chartered Accountants
Ashok Agrawal
Partner
Membership No. 050941
Kolkata, the 30th May, 2022

For and on behalf of the Board of Directors

Bimal Gupta Director DIN : 00660977	Udit Gupta Director DIN : 00741483 Ajit Jain CS
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SCHEDULE INV (INVESTMENTS)

Rupees (In Thousands)

A. INVESTMENT IN EQUITY INSTRUMENTS

		As at 31st March,2022			As at 31st March,2021		
		Qty	FV	Amount	Qty	FV	Amount
Sl.	Particulars	In Nos.	In Rs.		In Nos.	In Rs.	
Quoted							
1	AT N International Ltd.	5,000	4	1	-	-	-
2	Hybrid Financial Services	3,000	5	15	-	-	-
3	Uniply Industries Limited	22,500	2	89	-	-	-
4	Jain Irrigation Systems	10,000	2	409	-	-	-
5	McLeod Russel India	20,000	5	456	-	-	-
6	Natco Pharma Limited	500	2	378	-	-	-
7	South India Paper Mills	2,000	10	330	-	-	-
8	IDFC Limited	19,000	10	1,173	-	-	-
9	Jyoti Structures	10,000	2	221	-	-	-
10	Ujjivan Financial Services Ltd.	2,000	10	204	-	-	-
11	Dhampur Sugar Mills Ltd.	4,000	10	2,139	-	-	-
12	McNally Bharat Engineering Ltd.	64,608	10	330	-	-	-
Unquoted*							
1	Athena Financial Services Ltd.	18,400	10	87	-	-	-
2	Bharat Commerce & Industries Ltd.	7,000	10	70	-	-	-
3	Indo-French Bio-tech Enterprises Ltd.	2,300	10	9	-	-	-
4	Kanika Infrastructure & Power Ltd.	3,50,000	2	67	-	-	-
5	Multiplus Resources Ltd.	6,000	10	9	-	-	-
6	Onida Finance Limited	4,600	10	46	-	-	-
7	Quality Synthetics Industries Ltd.	19,000	10	722	-	-	-
8	Scan Infrastructure Ltd.	45,300	10	149	-	-	-
9	Skyline NEPC Limited	2,900	10	29	-	-	-
10	Shree Synthetic Limited	800	10	8	-	-	-
Total		6,18,908		6,940	-		-
Aggregate amount of Quoted Investments at its Market Value:				6,940			

*As per National Securities Depository Limited (NSDL) report as on 31.03.2022

SCHEDULE TR (TRADE RECEIVABLES AGEING SCHEDULE)

Trade Receivable balance as on 31.03.2022

Outstanding for following periods from due date of payment*						
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
i) Undisputed Trade receivables - considered good	4,107	1	8	3,326	-	7,442
Total	4,107	1	8	3,326	-	7,442

Trade Receivable balance as on 31.03.2021

Outstanding for following periods from due date of payment*						
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
i) Undisputed Trade receivables - considered good	2,325	11	5,385	-	-	7,722
Total	2,325	11	5,385	-	-	7,722

*Where no due date of payment is specified, in that case ageing has been done from the date of transaction.

SCHEDULE TP
(TRADE PAYABLES AGEING SCHEDULE)

Trade Payable balance as on 31.03.2022

Outstanding for following periods from due date of payment*					
Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
ii) Others	1,363	32	-	-	1,396
Total	1,363	32	-	-	1,396

Trade Payable balance as on 31.03.2021

Outstanding for following periods from due date of payment*					
Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
ii) Others	6,633	-	-	-	6,633
Total	6,633	-	-	-	6,633

*Where no due date of payment is specified, in that case ageing has been done from the date of transaction.

Toplight Commercial Limited

NOTE 41.1 - ANALYTICAL RATIOS

Sl. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	*Reason for Variance (If % variance > 25%)*
1	Current Ratio	2,53,086.92	2,810.11	90.06	27.04	233.04	Increased investments and decreased trade payables
	(Current Assets/Current Liabilities)						
2	Debt-equity ratio Total Debt/ Shareholder's Equity	-	3,03,133.54	-	0.00	0.00	N/A
3	Debt service coverage ratio Earnings for debt service*/Debt service**	37,559.17	530.90	70.75	23.20	204.98	Debt fully repaid in current year
4	Return on equity ratio Net Profits after taxes/ Average Shareholder Equity	33,386.83	2,86,440.13	11.66%	12.91%	-9.71	N/A
5	Inventory turnover ratio Sales/Average Inventory	8067.344	2631.786	3.07	3.70	-17.13	N/A
6	Trade receivables turnover ratio Total Sales/Trade Receivables	61,801.68	7,442.05	8.30	8.02	3.57	N/A
7	Trade payables turnover ratio Total Purchases/Trade Payables***	-	1,395.68	-	0.00	0.00	N/A
8	Net capital turnover ratio Net Sales/Working Capital	61,801.68	2,50,276.81	0.25	0.29	-13.67	N/A
9	Net profit ratio Net Profit/Net Sales	33,386.83	61,801.68	54.02%	52.83%	2.25	N/A
10	Return on capital employed	43,717.74	3,03,133.54	14.42%	19.56%	-26.25	Decrease in Revenue from Operations and Increase in Employee Benefit Expenses
	Earning before interest and taxes/ Capital Employed***						
11	Return on investment Net profit after taxes/Capital Employed	33,386.83	3,03,133.54	11.01%	12.10%	-9.00	N/A

Notes

* Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like loss on sale of fixed assets etc.

** Interest payments + Principal Repayments

*** There are no purchases in Current Year. In the Previous Year, the company has only purchased shares and there are no purchases related to the trade payables

**** Tangible networth + Deferred tax liabilities + Total debt

Other note: Security Deposits has not been considered as Debt

STATEMENT OF ACCOUNTING RATIOS

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Financial Statements included in "Financial Statements" as above:

Particulars	31-03-2023	31-03-2022	31-03-2021
Net Profit for the period/year ended on (A) (₹ in lakhs)	257.44	333.87	327.10
Net worth at the end of period/year ended on (B) (₹ in lakhs)	3,288.78	3031.34	2697.47
No. of equity shares outstanding at the period/year ended on (C) (in lakhs)	28.67	28.67	28.67
Basic Earnings Per Share (EPS)	8.98	11.64	11.41
Diluted Earnings Per Share (EPS)	8.98	11.64	11.41
Return on Net Worth (%) (A/B)	7.83	11.01	12.13
Net Asset Value per Share (in ₹) (B/C)	114.71	105.73	94.08
EBITDA (₹ in lakhs)	370.02	479.26	577.18

Formula used:

- Earnings Per Share (₹):** Net Profit after tax for the year attributable to Equity Shareholders divided by the weighted average no of equity shares outstanding during the year.
- Return on Net Worth (%):** Net Profit after tax for the year attributable to Equity Shareholders divided by Net Worth at the end of the period multiplied by 100.
- Net Asset Value Per Share (₹):** Net Assets as at the year-end/ period end divided by total number of equity shares outstanding at the end of the period.
- EBITDA (₹ in lakhs):** Profit before tax plus finance costs plus depreciation and amortisation expense and interest income.

M/s. Ashok Kumar Duggar & Associates

Chartered Accountants

Firm Registration No: 308027E

Sd/-

Harsh Dugar

(Partner)

Membership No: 309621

Place: Kolkata

Dated: 22/06/2023

UDIN No: 23309621BGWVVJ6413

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our audited financial condition and results of operations for the financial years ended March 31, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled "Financial Information" beginning on page 54 of this Draft Letter of Offer. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" beginning on page 19 of this Draft Letter of Offer. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" beginning on page 16 of the Draft Letter of Offer.

Unless otherwise stated, the financial information of our Company used in this section has been derived from the Audited Financial Results of the Company for the FY ended March 31, 2023 and Annual Report of the Company for the FY ended March 31, 2022. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year. In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to "Toplight Commercials Limited", our Company.

BUSINESS OVERVIEW

For Detailed information on our business, please refer to chapter titled "Our Business" beginning from page no. 47 of this Draft Letter of Offer

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2023 as disclosed in this Draft Letter of Offer, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. Board of Directors of our Company pursuant to a resolution passed at the Board meeting held on April 18, 2023 approved the Right Issue, Issue price, Right entitlement ratio and the terms of the issue.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page 19 of this Draft Letter of Offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Uncertainty of the continuing impact of Covid-2019 on our financial conditions and operations.
- We often face significant operational costs. This includes expenses related to property maintenance, repairs, utilities, staff salaries, marketing, and administrative tasks. If these costs are not managed effectively, they can eat into the company's profits;
- We heavily rely on the occupancy and rental income generated by tenants. If a major tenant decides to vacate or defaults on rent payments, it can have a significant negative impact on the company's cash flow and profitability.
- Our ability to have reliable and skilled maintenance staff or contractors to address issues related to regular maintenance and repairs to ensure they remain attractive and functional for tenants
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Any disruption in our sources of funding or increase in costs of funding;
- Inadequate rent collection practices can result in financial instability for the company.
- Our ability to obtain certain approval and licenses;
- Our ability to manage our operations at our current size or to manage any future growth effectively; and
- Exchange rate fluctuations and exchange controls and policies.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled "Financial Information" beginning from page 54 of this Draft Letter of Offer.

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth selected financial data from Audited Standalone Profit and Loss accounts for the financial year ended on 31st March 2023 and 31st March 2022 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	31-03-2023	% of Total Revenue	31-03-2022	% of Total Revenue
(1) Revenue				
(a) Sale of Services	568.55	71.63	618.02	63.47
(b) Other Income	225.16	28.37	355.74	36.53
Total Revenue (1)	793.71	100.00	973.76	100.00
(2) Expenses				
(a) Change in Inventory of Finished Goods, work-in-progress and Stock-in Trade	-	-	52.64	5.41
(b) Electric Power & Fuel	140.32	17.68	-	-
(c) Employee Benefit Expenses	133.75	16.85	141.12	14.49
(d) Municipal Tax	40.84	5.15	-	-
(e) Other Expenses	108.79	13.71	300.73	30.88
Total Expenses (2)	423.70	53.38	494.49	50.78
(3) Profit/(Loss) before Interest, Depreciation and Tax (1-2)	370.01	46.62	479.27	49.22
Depreciation & Amortisation Expenses	40.48	5.10	42.09	4.32
(4) Profit/(Loss) before Interest and Tax	329.53	41.52	437.18	44.90
Finance Cost	-	-	0.09	0.01
(5) Profit/(Loss) before Tax	329.53	41.52	437.09	44.89
Tax expense				
(a) Current Tax	75.62	9.53	98.57	10.12
(b) Deferred Tax	-3.53	-0.4	4.64	0.48
Total Tax Expenses	72.09	9.08	103.21	10.60
(6) Profit/(Loss) for the period/ year	257.44	32.44	333.88	34.29

COMPARISON OF THE FINANCIAL PERFORMANCE FOR THE PERIOD MARCH 31, 2023 WITH MARCH 31, 2022

Revenue from Sale of Services:

The revenue from sale of services of the Company for the period ending March 31, 2023 is reduced to ₹ 568.55 Lakhs as compared to ₹ 618.02 Lakhs for the period ending March 31, 2022 showing a decrease of 8.00% to the previous year. The decrease in Revenue from Sale of Services were mainly due to ABP Network Pvt. Ltd. has vacated our premises.

Other Income:

The other income of the company for the period ending March 31, 2023 is ₹225.16 Lakhs as compared to ₹355.74 Lakhs for the period ending March 31, 2022, showing a decrease of 36.71% to the corresponding period of previous year.

Total Expenditure

The total expenses excluding depreciation, finance cost and tax has been decreased to ₹423.70 Lakhs for the period ended March 31, 2023 as compared to ₹494.49 Lakhs for the period ended March 31, 2022, representing decrease of 14.32% to the previous year. The total expenditure consists of employee benefit expenses and other expenses.

Depreciation & Amortisation

Depreciation & Amortisation expenses decreased from ₹42.09 Lakhs for the period ended March 31, 2022 to ₹40.48 Lakhs for the period ended March 31, 2023, representing a decrease of 3.83% to the corresponding period of the previous year.

Profit after Tax

Profit after tax decreased from ₹333.88 Lakhs for the period ended March 31, 2022 to ₹257.44 Lakhs for the period ended March 31, 2023 representing an decrease of 22.89% to the corresponding period of the previous year.

SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

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

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

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

I. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Letter of Offer, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Draft Letter of Offer, there are no outstanding actions criminal proceedings filed by the Company.

(c) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Letter of Offer, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Claims related to Direct and Indirect taxes:

- (i) **Direct Tax:** As mentioned below:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2013-14	147	29-03-2022	₹ 61,93,584	An appeal has been filed before the CIT (Appeals) on 25-04-2022 against the order of assessment passed by the Income Tax Department for the reopening of the assessment and the issuance of notice under section 148. The Assessee has alleged that, the IT Department has disallowed the loss incurred on sale of shares of JRI Industries & Infrastructure Ltd and added Rs.1,19,51,633/- to the total income of the Assessee and thereby assessed a tax liability of Rs.77,41,980/-. Also, and interest on such amount has also been levied under Section 234A, 234B and/or 234C.

				The matter is pending.
2014-15	147	29-03-2022	₹46,27,330	No appeal has been preferred in this matter.
2015-16	147	29-03-2022	₹60,41,990	<p>An appeal has been filed before the CIT (Appeals) on 25-04-2022 against the order of assessment passed by the Income Tax Department for the reopening of the assessment and the issuance of notice under section 148. The Assessee has alleged that, the IT Department has disallowed the loss incurred on trading of Derivatives and added Rs.100,42,400/- to the total income of the Assessee. Also, and interest on such amount has also been levied under Section 234A, 234B and/or 234C.</p> <p>The matter is pending.</p>
2020-21	143(3)	06-09-2022	₹71,047	<p>The Assessee has filed its income tax return for AY 2020-21, declaring a total income of Rs.2,79,56,987/-. However, an assessment order was passed disallowing a TDS claim of Rs.71,047/- as the TDS claim was based on the mismatch between the year of income recognition and TDS deduction.</p> <p>The assessee provided explanations and a reconciliation of income and TDS. The difference between the accounts and Form 26AS was Rs.2,33,912/-, with a corresponding TDS claim of Rs.4,678/-.</p> <p>The Assessee has alleged that despite the lower difference, the tax authorities disallowed the full TDS amount of Rs.71,047/- in AY 2020-21.</p> <p>Aggrieved by such action the Assessee has filed an appeal before the CIT (Appeals) on 25-11-2022.</p> <p>The matter is pending.</p>
2021-22	154	08-08-2022	₹ 44,05,600	The appellant alleged that they had originally filed a return of income where they had availed the beneficial tax regime under Section 115BAA of the Act.

				<p>However, the CPC has erroneously denied the benefit of the beneficial tax regime u/s 115BAA of the Act and assessed the tax on total income at an excessive rate of 30% thereby computed a tax liability of Rs.43,37,240/-</p> <p>Aggrieved by such action the appellant has filed an appeal before the CIT(Appeals) on 25-11-2022.</p> <p>The matter is pending.</p>
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(ii) **Indirect Tax Liabilities:**

Nil

(e) **Other pending material litigations against the Company**

As on the date of this Draft Letter of Offer, there are no other pending material litigations initiated against the Company.

(f) **Other pending material litigations filed by the Company**

As on the date of this Draft Letter of Offer, there are no outstanding actions other pending material litigations filed by the Company.

II. LITIGATION INVOLVING OUR DIRECTORS & PROMOTERS

a) **Criminal proceedings against the Promoters & Directors of the company**

As on the date of this Draft Letter of Offer, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

b) **Actions by statutory and regulatory authorities against the Promoters & Directors of the company**

As on the date of this Draft Letter of Offer, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors of the company.

c) **Claims related to Direct and Indirect taxes**

As on the date of this Draft Letter of Offer, there are no outstanding claims related to Direct and Indirect taxes.

(i) **Direct Tax:**

Nil

(ii) **Indirect Tax Liabilities:**

Nil

d) **Other Pending Litigations:**

Nil

e) **Other pending material litigations against the Promoters & Directors of the company**

As on the date of this Draft Letter of Offer, there are no outstanding litigations initiated against the Promoters and Directors, which have been considered material by the Company.

f) **Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this Draft Letter of Offer, there are no outstanding litigations initiated by the Promoters and Directors, which have been considered material by the Company.

III. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY

As on the date of this Draft Letter of Offer, the Company has no group Companies which have any pending litigation which can have a material impact on our Company.

IV. MATERIAL DEVELOPMENTS OCCURRING AFTER THE LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled *“Management’s Discussion & Analysis of Financial Conditions & Results of Operations”* beginning on page **100** of this Draft Letter of Offer, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT APPROVALS

Our Company is required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting our operations. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating.

Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage. Our Company has obtained all material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. In the event, some of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we will apply for their renewal, from time to time.

As on the date of this Draft Letter of Offer, there are no pending material Government and Regulatory approvals required for our Company to conduct our existing business and operations and objects of the Issue.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. The Issue of this Right Equity Shares to the eligible shareholders in terms of this draft Letter of Offer has been authorized by a resolution by the Board of Directors passed at their meeting held on April 18, 2023 under Section 62 of the Companies Act 2013.
2. Our Board in its meeting held on April 18, 2023 has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders decided to issue Rights Equity Shares at an Issue Price of ₹ 10/- per Rights Equity Share in the ratio of 1 (One) Rights Equity Share for every 1 (One) Equity Shares, as held on the Record Date. The Issue Price of ₹ 10/- per Rights Equity Share has been arrived at, in consultation with the Lead Manager, prior to determination of the Record Date.
3. The Draft Letter of Offer has been approved by our Board pursuant to its resolution dated July 17, 2023.
4. The Letter of Offer has been approved by our Board pursuant to its resolution dated [●], 2023
5. Our Company has received In-principle approval from CSE in accordance with regulation 28 of the SEBI Listing Regulation vide its letter dated [●] for listing of Right Equity Shares to be allotted in the issue.
6. Our Company will also make applications to the CSE to obtain their trading approvals for the Rights Entitlements as required under the January 22, 2020 – Rights Issue Circular.
7. Our Company has been allotted the ISIN - [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see “*Terms of the Issue*” beginning on page 111 of this Draft Letter of Offer.

CONFIRMATION

- Our Company, our Promoters, Promoter Group, our Directors, person(s) in control of the promoter or our Company have not been or are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters’ Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are associated with the securities market in any manner and there has been no outstanding action initiated by the SEBI against the Directors.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. The Equity Shares are presently listed on CSE. Our Company is eligible to undertake the Rights Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with the provisions specified in Part B of Schedule VI of the SEBI ICDR Regulations.

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

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on CSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information with the designated stock exchange in compliance with the listing agreements or SEBI Listing Regulations (to the extent applicable) for the last one year immediately preceding the date of this Draft Letter of Offer;
2. The reports, statements and information referred to in paragraph (1) above are available on the website of CSE; and
3. Our Company has investor grievance-handling mechanism which includes meeting of the Stakeholders Relationship Committee at frequent intervals, appropriate delegation of power by the 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, disclosures in this Draft Letter of Offer have been made 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

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable, details are mentioned as under:

- Our Company, any of our Promoters, Promoter Group or our Directors are not debarred from accessing the capital market by SEBI.
- None of our promoters or Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.
- None of our Promoters or our Directors are declared as Fugitive Economic Offenders within the meaning of the Fugitive Economic Offenders Act, 2018.
- Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made an application to CSE for their in-principle approval and undertakes to make an application to CSE for listing and trading approval of the Rights Equity Shares to be issued pursuant to the Issue.

All Equity Shares are fully paid-up and there are no partly paid Equity Shares outstanding as on the date of this Draft Letter of Offer.

- We will ensure compliance with the conditions specified in Regulation 62(2) of the SEBI ICDR Regulations, to the extent applicable.
- Neither our Company, nor our Promoters or our Directors, have been identified as a willful defaulter or fraudulent borrower by the RBI.
- The promoters or promoter group of our company will not renounce their rights except to the extent of renunciation within the promoter group.

DISCLAIMER CLAUSE OF SEBI

In terms of Regulation 3 of SEBI ICDR regulation, in case of Rights Issue size is less than Rs. Fifty (₹50.00) crores, the issuer shall prepare the draft letter of offer in accordance with requirement as specified in the regulation and file the same with the SEBI for information and dissemination on the SEBI's website.

Since the Board of Directors of our Company has approved and passed resolution on April 18, 2023 to authorize the Board of Directors to raise the funds by way of Right Offering aggregating to Rupees 2.87 Crores, the letter of offer has not been filed with SEBI for their approval. Only the Letter of Offer will be filed with the SEBI for information and dissemination on the SEBI's website.

HOWEVER, IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT LETTER OF OFFER TO THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at the instance of our company and that anyone placing reliance on any other source of information would be doing so at their own risk.

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

CAUTION

Our Company and the Lead Manager shall make all information available to the Eligible Equity Shareholders and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer with the SEBI/Stock Exchange.

No dealer, salesperson or other person is authorised to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorised information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

DISCLAIMER IN RESPECT OF JURISDICTION

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in **Kolkata, West Bengal, India** only.

DISCLAIMER CLAUSE OF CSE

As required, a copy of the Draft Letter of Offer has been submitted to the CSE. The Disclaimer Clause as intimated by the CSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchanges.

DISCLAIMER CLAUSE OF BSE LIMITED

The Equity Shares of the Company are not listed on BSE Limited. Based on the application made by the Company, BSE Limited has given permission to the Company to use the bidding platform of BSE Limited i.e., Internet based-Book Building Software (iBBS) for the Rights Issue. BSE Limited does not in any manner:

- Warrant, certify or endorse the correctness, accuracy, or completeness of any of the contents of this Draft Letter of Offer; and
- Take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company; and
- Monitor any compliances / non-compliances, as the case may be, with respect to the filings made by the Company; and
- Will allow any person associated, directly or indirectly, including but not limited to the subscriber to the rights issue, any recourse to the investor grievance redressal mechanism including arbitration mechanism for any action undertaken in consonance with or pursuant to the draft letter of offer or even otherwise also. And it should not for any reason be deemed or construed that this draft letter of offer has been scrutinized, cleared, or approved by BSE Limited.

Every person who desires to apply for or otherwise acquires any securities of the Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE Limited 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.

Every person who desires to participate in the Rights Issue of the Company expressly understands that BSE Limited is only providing its iBBS platform to the Company for its Rights Issue, that securities of the Company are listed on The Calcutta Stock Exchange Limited, that any complaint/grievances with regards to Rights Issue has to be filed with The Calcutta Stock Exchange Limited and that Equity Shares issued by the Company will not be listed at BSE Limited pursuant to Rights Issue. In addition to the aforesaid, to the full extent possible and permissible by law, BSE Limited disclaims all the contents of the Draft Letter of Offer, express or implied, including but not limited to the particular purpose of letter of offer vis-à-vis rights issue. It is understood and agreed that the Company's access to and use of the iBBS is at Company's own risk. BSE Limited will not be liable for any damages of any kind arising from the use of iBBS. BSE Limited shall not be liable for any direct, indirect, incidental, special, consequential, or punitive damages, or any loss of capital, profit or revenue, whether incurred directly or indirectly, or any loss of data, use, goodwill or other intangible losses resulting from the letter of offer, rights issue or the use of iBBS. Any use of the iBBS and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

LISTING

Our Company will apply to CSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

FILING

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Letter of Offer as the size of issue is less than Rupees Fifty Crores.

The Draft Letter of Offer has been filed with CSE for obtaining their in-principle approvals.

However, our Company will submit a copy of the Letter of Offer to SEBI for the purpose of their information and dissemination on its website by mailing it to the e-mail address: cfddil@sebi.gov.in.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations.

- ✓ We have been registered with the SEBI Complaints Redress System (SCORES) as required by SEBI and monitor the same on regular interval.
- ✓ Our Company has a Stakeholders Relationship Committee to redress complaints, if any. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights.
- ✓ Our Company has appointed Mr. Ajit Jain, Company Secretary, as the Compliance Officer to redress complaints, if any.
- ✓ In terms of Regulation 7(1) of the SEBI Listing Regulations, we have duly appointed the Registrar and Share Transfer Agents for our Company. All investor grievances received by us have been handled by the same in consultation with the Company Secretary and Compliance Officer.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar for the redressal of routine investor grievances shall be seven (7) to fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Investor Grievances arising out of the Issue

Our Company has appointed M/s. Cameo Corporate Services Limited (“CAMEO”) as Registrar to this Right issue.

Our Company has also appointed Mr. Ajit Jain, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue.

Investors may contact the Registrar or our Compliance Officer for any pre-Issue/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 ID of the sole/ first holder, folio number or demat account number, serial number of the Application Form, 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 Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip.

In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner.

Contact details of the Registrar to this issue and of our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

CAMEO CORPORATE SERVICES LIMITED

"Subramanian Building", No. 1, Club House Road,
Chennai - 600 002, Tamil Nadu, India

Telephone: +91 44-40020700 (5 lines)

Email: priya@cameoindia.com

Investor Grievance ID: investor@cameoindia.com

Website: www.cameoindia.com

Contact Person: Ms. K. Sreepriya

SEBI Registration Number: INR000003753

CIN: U67120TN1998PLC041613

Company Secretary & Compliance officer

Mr. Ajit Jain, Company Secretary

Toplight Commercial Limited

Registered office: 7A Bentinck Street,

1st Floor, Kolkata 700001, West Bengal, India

Telephone: +91 97480 47323

E-Mail Id: toplightkol@gmail.com;

Website: www.toplightltd.com;

Status of outstanding investor complaints in relation to our Company

As on the date of this Draft Letter of Offer, there were no outstanding investor complaints in relation to our Company.

SECTION IX: OFFERING INFORMATION**TERMS OF THE ISSUE**

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI (ICDR) Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this section.

Further, SEBI has pursuant to the SEBI Rights Issue Circular stated that in the event there are physical shareholders who have not been able to open a demat account pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 or are unable to communicate their demat account details to our Company or the Registrar for credit of Rights Entitlements, such physical shareholders may be allowed to submit their Application. For more details, see “Application by Eligible Equity Shareholders holding Equity Shares in physical form” beginning on page nos. 115 & 127 of this Draft Letter of Offer.

Investors are requested to note that application in this Issue can only be made through ASBA, in case of Eligible Equity Shareholders.

The Rights Entitlement on the Securities, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Securities to the identified Eligible Equity Shareholder.

OVERVIEW

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

Important:**Dispatch and availability of Issue materials:**

In accordance with the SEBI (ICDR) Regulations and relevant SEBI circulars on Rights Issue, our Company will send, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard.

Please note that Eligible Equity Shareholders, in order to update the respective Indian addresses/ email addresses/ mobile numbers in the records maintained by the Registrar or our Company, should visit www.cameoindia.com. Investors can access the Issue Materials (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- our Company at www.toplightltd.com;
- the Registrar at <https://rights.cameoindia.com/toplight>;

- the Lead Manager at www.finshoregroup.com;
- the Designated Stock Exchange at www.cse-india.com;
- BSE Limited's website at www.bseindia.com

Eligible Equity Shareholders who have not received the Application Form may apply, along with the requisite application money, by using the application forms available on the websites above, or on plain paper, with the same details as per the application form available online.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar <https://rights.cameoindia.com/toplight> by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company www.toplightltd.com.

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. Our Company and the Lead Manager 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 or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non availability of the email 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.

PLEASE NOTE THAT NEITHER OUR COMPANY NOR THE REGISTRAR NOR THE LEAD MANAGER SHALL BE RESPONSIBLE FOR NON-DISPATCH OF PHYSICAL COPIES OF ISSUE MATERIALS, INCLUDING THE LETTER OF OFFER, THE ABRIDGED LETTER OF OFFER, THE RIGHTS ENTITLEMENT LETTER AND THE APPLICATION FORM OR DELAY IN THE RECEIPT OF THE LETTER OF OFFER, THE ABRIDGED LETTER OF OFFER, THE RIGHTS ENTITLEMENT LETTER OR THE APPLICATION FORM ATTRIBUTABLE TO NON-AVAILABILITY OF THE E-MAIL ADDRESSES OF ELIGIBLE EQUITY SHAREHOLDERS OR ELECTRONIC TRANSMISSION DELAYS OR FAILURES, OR IF THE APPLICATION FORM OR THE RIGHTS ENTITLEMENT LETTERS ARE DELAYED OR MISPLACED IN THE TRANSIT.

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Issue 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 SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Issue 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 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, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, 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 Issue 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 or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If 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 makes an application to acquire Rights Entitlements and the Issue Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue for its Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to the email addresses of the Eligible Equity Shareholders who have provided a valid email address and an Indian address to our Company. This Letter of Offer will

be provided, primarily through e- mail, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian address to our Company.

Process for Application in this Issue:

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Procedure for Application through the ASBA Process” below:

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 of the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see *“Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders”* on Page 114.

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

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see *“Procedure for Application through the ASBA Process”* beginning on page no. 124 of this Draft Letter of Offer

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

Further, in terms of the SEBI Circular 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.

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 see “Grounds for Technical Rejection” beginning on page 131 of this Draft Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see *“Application on Plain Paper under ASBA process”* beginning from page 125.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or
 - (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
 - (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements;
- or
- (iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
 - (v) renounce its Rights Entitlements in full

Making of an Application through the ASBA facility:

The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Company shall be using the bidding platform of BSE Limited i.e., Internet based-Book Building Software (iBBS) for the Rights Issue. Hence, Applicants desirous shall use the ASBA platform of BSE Limited for applying in the Issue. Please note that the Equity Shares being issued in the Issue shall not be listed on BSE Limited.

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. Investors 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.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

Rights Entitlements

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

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/toplight>) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.toplightltd.com)

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day

before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., <https://rights.cameoindia.com/toplight>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “[●]”) 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 suspended for debit/credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date 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 as on the Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar 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.

Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date; Alternatively the same can be uploaded in the investor portal of the Registrar at <https://rights.cameoindia.com/toplight>.
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in ***“Application on Plain Paper under ASBA process”*** on page 125.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application.

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

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”*** beginning from page 127.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Basis of Allotment*” beginning on page 134.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Investors are requested to kindly note that after purchasing the Rights Entitlements through Off Market Renunciation, an application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renouncee 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 Off Market Renunciation, please refer to the heading titled “*Procedure for Application through the ASBA process*” on page no. 124 of this Draft Letter of Offer.

Other important links and helpline:

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

Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: +91-44-40020710 / 0706 / 0741

Updation of Email address/ mobile number in the records maintained by the Registrar or our Company: Cameo Corporate Services Limited (<https://rights.cameoindia.com/toplight>)

Updation of Indian address in the records maintained by the Registrar or our Company by email to investor@cameoindia.com

Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.cameoindia.com/toplight>.

Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: Priya@cameoindia.com

Renouncees

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

Basis for 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 dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date, fixed in consultation with the Designated Stock Exchange, but excludes persons not eligible under applicable laws, rules, regulations and guidelines.

Rights Entitlements

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

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

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/toplight>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity

Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.toplightltd.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 Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (<https://rights.cameoindia.com/toplight>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard.

The Letter of Offer will also be provided to any existing Shareholder who makes 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, our Company and the Lead Manager through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder 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 Draft Letter of Offer filed with CSE and the Letter of Offer to be filed with SEBI, BSE and the CSE. 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.

PRINCIPAL TERMS OF THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹10/-.

Issue Price

Each Rights Equity Share is being offered at a price of ₹10/- per Rights Equity Share in this issue. Investors will have to pay the entire offer price ₹10/- per Rights Equity Share at the time of Application.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Ranking of Equity Shares

The Right Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the CSE and the terms and conditions as stipulated in the Allotment advice.

The Rights Equity Shares being issued shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Rights Equity Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

Credit Rating

As this Issue is a rights issue of Rights Equity Shares, there is no requirement of credit rating for this Issue.

Mode of Payment of Dividend

In the event of declaration of dividend, our Company shall pay dividend to the shareholders of our Company as per the provisions of the Companies Act and the provisions of the Articles of Association.

Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Share for every 1 (One) Equity Shares held by the Eligible Equity Shareholders as on the Record Date, which will be credited in the demat account of the Applicant after the Allotment.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Shares for every 1 (One) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will be no fractional shares.

Process of Credit of Rights Entitlements in dematerialised account

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 Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders holding Equity Shares in physical form.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period. It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible 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, i.e., by [●] 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 i.e., by [●], 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.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 122.

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 relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of the CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The renunciation of Rights Entitlements credited in your demat account can be made by sale of such Rights Entitlements through an off-market transfer.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 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, ***will not be able to renounce their Rights Entitlements.***

Trading of the Rights Entitlements

The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of the CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Investors shall be able to trade their Rights Entitlements through Off Market Renunciation. The trades through Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Prior to the Issue Opening Date, our Company will obtain the approval from the CSE for listing and trading approval of Rights Entitlements. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see ‘Procedure for Renunciation of Rights Entitlements – Off Market Renunciation’ on page no. 125 of this Draft Letter of Offer.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

28,67,060 Rights Equity Shares are being offered at a price of ₹10/- per Rights Equity Share. Investors will have to pay the entire offer price i.e., ₹10/- per Rights Equity Share at the time of Application.

Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations and SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights

Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received In-principle approval from the CSE through letter bearing reference number [●] dated [●]. Our Company will apply to CSE for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed on CSE (**Script Code: 030090**) under the ISIN: **INE839B01011**. The Rights Equity shall be credited to temporary ISINs 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 Rights Equity Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity of our Company 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 Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from CSE, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights 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.

For further details, kindly refer to the Risk Factor 'Our Company is currently listed only the CSE, which does not have an active on-line market for trading of these Equity Shares and hence no benefit of listing and trading shall be available for the shareholders of the Company' beginning on page no. 19 of this Draft Letter of Offer. The procedures for listing shall be completed within 20 (Twenty) Working Days from the date of finalization of the Basis of Allotment and application for Trading approval shall be completed within 7 Working Days from receipt of Listing Approval.

Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see *“Capital Structure - Intention and extent of participation by our Promoter and Promoter Group”* on page 36.

Rights of holders of Rights Equity Shares of our Company

Subject to applicable laws, holders of the Rights Equity Shares shall have the following rights:

- The Rights Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.
- The right to receive dividend, if declared;
- The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense account for resident Eligible Equity Shareholders holding Equity Shares in physical form;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares;
- The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.

GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialized mode is one Equity Share. For further details, kindly refer to the Risk Factor 'Our Company is currently listed only on the CSE, which does not have an active on-line market for trading of these Equity Shares and hence no benefit of listing and trading shall be available for the shareholders of the Company' beginning on page no. 19 of this Draft Letter of Offer.

Minimum Subscription

Pursuant to the Regulation 86(1) of the SEBI ICDR Regulations, as amended, the provision relating to the minimum subscription shall not be applicable to the proposed issue as the object of the proposed issue involves financing other than financing of capital expenditure for a project and our Promoter and Promoter Group have confirmed that they will subscribe fully to their portion of rights entitlement and do not renounce their rights except to the extent of renunciation within the promoter group.

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. Application forms 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 Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

Our Rights Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence no arrangements for disposal of odd lots are required. For further details, kindly refer to the Risk Factor 'Our Company is currently listed only on the CSE, which does not have an active on-line market for trading of these Equity Shares and hence no benefit of listing and trading shall be available for the shareholders of the Company' beginning on page no. 19 of this Draft Letter of Offer.

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 be affected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid e-mail address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders, in each case who make a request in this regard.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

In the event that e-mail addresses of the Eligible Equity Shareholders are not available with our Company or the Eligible Shareholders have not provided valid e-mail addresses to our Company, our Company will dispatch the Abridged Letter of Offer, Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Bengali language daily newspaper with wide circulation (Bengali being the regional language of Kolkata, where our Registered and Corporate Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the CSE and BSE for making the same available on their websites.

Offer to non-resident Eligible Equity Shareholders/Investors

As per Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or in 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 Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, 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 by email on priya@cameoindia.com or physically/postal means at the address of the Registrar mentioned on the cover page of this Draft Letter of Offer. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the e-mail address of non-resident Eligible Equity Shareholders who have provided an Indian 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. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. The Board of Directors may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights 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 Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Any non-resident shareholder who has applied in the Issue without submitting RBI approval and/or without providing Indian address, his/her application will be liable for rejection.

Please note that pursuant to 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 Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. through email to priya@cameoindia.com.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Equity Shares of our Company are exclusively listed on CSE. Since the trading platform of CSE is not functional, the Company shall be using the bidding platform of BSE Limited i.e., Internet based-Book Building Software (iBBS) for the Rights Issue. Hence, Applicants desirous shall use the ASBA platform of BSE Limited for applying in the Issue. Please note that the Equity Shares being issued in this Rights Issue shall not be listed on BSE Limited.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”*** on page 127.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to the Eligible Equity Shareholders (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email

address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email address; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least three days before the Issue Opening Date.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible 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 or there is a delay in physical delivery (where applicable).

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/toplight>. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- our Company at www.toplightltd.com;
- the Registrar at <https://rights.cameoindia.com/toplight>;
- the Lead Manager at www.finshoregroup.com;
- the Designated Stock Exchange at www.cse-india.com;
- BSE Limited's website at www.bseindia.com

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/toplight>) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.toplightltd.com).

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors 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;

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected,

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “Grounds for Technical Rejection” on page 131. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making an application that is available on the website of the Registrar, Stock Exchanges, Lead Manager or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Equity Shareholders

making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 125.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- renounce its Rights Entitlements in full.

Procedure for Application through the ASBA process

The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Company shall be using the bidding platform of BSE Limited i.e., Internet based-Book Building Software (iBBS) for the Rights Issue. Hence, Applicants desirous shall use the ASBA platform of BSE Limited for applying in the Issue. Please note that the Equity Shares being issued in the Issue shall not be listed on BSE Limited.

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. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the 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 authorising 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 Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section “*Application on Plain Paper under ASBA process*” on page 125.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares

forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 (One) Rights Equity. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “*Basis of Allotment*” on page 134.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

Procedure for Renunciation of Rights Entitlements

The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of the CSE. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The Rights Entitlements can be transferred in dematerialized form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN ‘[●]’ (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) must issue a receipt instruction slip to their depository participant.

The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the Depositories from time to time.

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.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH ASBA FACILITY.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being **“Toplight Commercials Limited”**;
- 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);
- Registered Folio No./DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Total number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹10/-each for Rights Equity Shares issued in one Rights Entitlement;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- 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, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
- 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 Rights Equity Shares applied for pursuant to this Issue;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 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
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (“Regulation S”), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.” In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/toplight>.

I/ We acknowledge that Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date”

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 ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor’s ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft 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, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar’s instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB. The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Application Form.

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 Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company. In the event, the relevant details of the demat accounts of such Eligible Equity Shareholders are not received during the Issue Period, then their Rights Entitlements kept in the suspense escrow demat account shall lapse.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/toplight>.

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 and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Application Form from:
 - our Company at www.toplightltd.com;
 - the Registrar at <https://rights.cameoindia.com/toplight>;

- the Lead Manager at www.finshoregroup.com;
- the Designated Stock Exchange at www.cse-india.com;
- BSE Limited's website at www.bseindia.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/toplight>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.toplightltd.com);

The Eligible Equity Shareholders shall, on or before the Issue Closing Date submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Further, such resident Eligible Equity Shareholder can:

- apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
- apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
- 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 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.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS 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 INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 135.

General instructions for Investors

- Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- Please read the instructions on the Application Form sent to you.
- The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
- Application should be made only through the ASBA facility.
- Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Application on Plain Paper under ASBA process*” on page 125.
- An Investor participating in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- 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 authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- 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 or the Lead Manager.

- (j) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- (k) 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.
- (l) 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 made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (m) 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.
- (n) 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.
- (o) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio 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 Shares in physical form.
- (p) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- (q) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.
- (r) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (s) An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.
- (t) 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.

Do’s:

- Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.
- 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.

- 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.
- 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, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

- Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- Do not pay the Application Money in cash, by money order, pay order or postal order.
- Do not submit multiple Applications.

Do's for Investors applying through ASBA:

- Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- 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.
- Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- 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.
- 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.
- 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.
- Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021

Don'ts for Investors applying through ASBA:

- Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

- Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.
- Do not pay the Application Money in cash, by money order, pay order or postal order.
- Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application

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/Depositories.
- (b) Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (e) Account holder not signing the Application or declaration mentioned therein.
- (f) Submission of more than one Application Forms for Rights Entitlements available in a particular demat account.
- (g) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (h) 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).
- (i) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- (j) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (k) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- (l) Physical Application Forms not duly signed by the sole or joint Investors.
- (m) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (n) 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.
- (o) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

- (q) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar/Depositories.
- (r) Applications supported by amounts blocked from a third party bank account.
- (s) Applications by a non-resident without the approval from RBI with respect to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

Depository account and bank details for Investors holding Shares in demat accounts and applying in this Issue

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR 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. 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 authorised 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, Registrar or the Lead Manager 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.

Modes 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.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, the following conditions shall apply:

1. 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, our Company and the Lead Manager.

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 (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders.

The Letter of Offer will be provided by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders at (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders, in each case who make a request in this regard.

2. 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.
3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes:

In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.

In case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

Multiple Applications

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. Similarly, a separate Application can be made against Equity Shares held in dematerialised form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see ***“Procedure for Applications by Mutual Funds”*** below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the BSE Limited and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, ***“Basis of Allotment”*** on page 134.

Please note that on the Issue Closing Date Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Issue Schedule

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[●]
ISSUE OPENING DATE	[●]
LAST DATE FOR OFF MARKET RENUNCIATION*	[●]
ISSUE CLOSING DATE	[●]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF CREDIT (ON OR ABOUT)	[●]
DATE OF LISTING (ON OR ABOUT)	[●]

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on CSE are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the CSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

@In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Physical Shareholders as on Record Date, have to furnish the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date to enable us to process the credit of Rights Entitlement

** The Equity Shares of our Company are exclusively listed on the CSE. Since the trading platform of the CSE is not functional, the Applicants shall not be able to deal in the Rights Entitlements using the secondary market platform of Limited. The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part through an off-market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

The Board of Directors 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 (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

For details, see "General Information - Issue Schedule" on page 31.

Basis of Allotment

Subject to the provisions contained in this Draft 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 Rights Equity Shares in the following order of priority:

- Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights 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 Rights Equity Shares after making full Allotment in (a) and (b) above.

The Allotment of such Rights 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.

- c) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights 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.
- d) Allotment to any other person, 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 Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank to refund such Applicants.

Allotment Advice or Refund/ Unblocking of ASBA Accounts

Our Company will e-mail Allotment advice, refund intimations or demat credit of Shares and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, in case of Applications made through the ASBA facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalization of Basis of Allotment).

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. Then blocking of ASBA funds/refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Shares

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible 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.

Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO

(A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR

(B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR

(C) DEMAT SUSPENSE ACCOUNT 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.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE CSE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. 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 email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of

all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares held by it that are listed or proposed to be listed on any 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 (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Rights Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

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 the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its Shares; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its Shares; or otherwise induces directly or indirectly a company to allot, or register any transfer of, Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) an amount which is less than ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakhs or with both.

Payment by stockinvest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stockinvest scheme has been withdrawn. Hence, payment through stockinvest would not be accepted in this Issue.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

The Board of Directors reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In cases where refunds are applicable, such refunds shall be made within a period of 15 days. In case of failure to do so, our Company and the Directors who are “officers in default” shall pay interest at the prescribed rate. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Undertakings by our Company

Our Company undertakes the following:

- The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily.
- All steps for completion of the necessary formalities for listing and commencement of trading at CSE (stock exchange) where the Right Equity Shares are to be listed are taken within the time limit specified by the SEBI.
- The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the issue by our Company.
- Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

- Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants.
- Adequate arrangements shall be made to collect all ASBA applications

Utilisation of Issue Proceeds:

Our Board declares that:

- A. All monies received out of issue of this Right Equity Issue to the public shall be transferred to a separate bank account.
- B. Details of all monies utilized out of this Right Issue referred to in clause (A) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilised; and
- C. Details of all unutilized monies out of this Right Issue referred to in clause (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Important

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 Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “**TOPLIGHT COMMERCIALS LIMITED – RIGHT ISSUE**” on the envelope and postmarked in India or in the email) to the Registrar at the following address:

CAMEO CORPORATE SERVICES LIMITED

“Subramanian Building”, No. 1 Club House Road, Chennai 600002, Tamil Nadu, India

Email: priya@cameoindia.com;

Website: <https://rights.cameoindia.com/toplight> / www.cameoindia.com

Investor Grievance Email Id: investor@cameoindia.com

Contact Details: +91-44-40020700 (5 lines)

Contact Person: Ms. K Sreepriya

SEBI Registration No: INR000003753

CIN: U67120TN1998PLC041613

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (<https://rights.cameoindia.com/toplight>). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (+91-44-40020710 / 0706 / 0741).

This Issue will remain open for a minimum 7 days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates 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 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 between FEMA and such policy pronouncements, FEMA prevails.

As per Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the RBI has given general permission to Indian companies to issue rights securities to non-resident shareholders including additional rights securities. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, inter alia, (i) subscribe for additional securities over and above their rights entitlement; (ii) renounce the securities offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the securities renounced in their favour. Applications received from NRIs and non-residents for allotment of 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 Allotment advice. This Draft Letter of Offer, Abridged Letter of Offer, Rights Entitlement Letter and Application Form shall be dispatched to non-resident Eligible Equity Shareholders at their Indian address only. If an NR or NRI Investors has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the allotment of Rights Equity Shares. The Rights 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 Rights Equity Shares are issued on rights basis.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

The Rights Entitlements, Rights Equity Shares and Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Rights Entitlements, Rights Equity Shares and Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

SECTION X: STATUTORY AND OTHER INFORMATION

A) Please note that in accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only.

B) Material Contracts and Documents for Inspection

The copies of the following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft 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 abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days and will also be available at the website of our Company at www.toplightltd.com from the date of the Letter of Offer until the Issue Closing Date.

A. Material Contracts to the Issue

1. Issue Agreement dated 27th April, 2023 entered into among our Company and the Lead Manager.
2. RTA Agreement dated 26th April, 2023 entered into among our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] among our Company, the Lead Manager, the Registrar to the Issue and the Banker to the Issue.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated July 17, 1985 as a public limited company issued by Registrar of Companies, Kolkata, West Bengal
3. Copy of resolution passed at the meeting of Board of Directors authorizing the Rights Issue finalizing the terms of the Issue including Issue Price and Rights Entitlement ratio dated April 18, 2023
4. Resolution of our Board dated July 17, 2023 approving this Draft Letter of Offer.
5. Resolution of our Board dated [●] approving the Letter of Offer.
6. Consents of Directors, Company Secretary & Compliance Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue and the Registrar to the Issue, to include their names in this Draft Letter of Offer to act in their respective capacities.
7. Annual Reports of our Company for Fiscal 2022, 2021, 2020, 2019 and 2018.
8. The reports of the statutory Auditor, in relation to the Un-Audited Financial Statements for the quarter ended December 31, 2022
9. The reports of the Statutory Auditor, in relation to the Audited Financial Statements for the year ended March 31, 2023
10. Statement of Tax Benefits from Statutory Auditor of our Company dated June 20, 2023
11. In-principle approval dated [●] issued by CSE under regulation 28(1) of the SEBI Listing Regulations.

Any of the contracts or documents mentioned in this Draft 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 Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mr. Kishor Sanghani

DIN: 00499950

Designation: Chairman and Non Executive Independent Director

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mr. Bimal Gupta

DIN: 00660977

Designation: Whole-time Director

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mrs. Kumkum Gupta

DIN: 00499986

Designation: Whole-time Director

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR & CHIEF FINANCIAL OFFICER OF THE COMPANY

Sd/-

Mr. Udit Gupta

DIN: 00741483

Designation: Whole-time Director designated as CFO

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mr. Chittaranjan Maikap

DIN: 06929527

Designation: Non Executive Independent Director

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

Sd/-

Mrs. Neha Gupta

DIN: 09020690

Designation: Non-Executive Director

Dated: 17th July, 2023

Place: Kolkata

DECLARATION

I hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there-under. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

I further certify that all the statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

Sd/-

Mr. Ajit Jain

Designation: Company Secretary & Compliance Officer

Dated: 17th July, 2023

Place: Kolkata