



Prospectus

Dated: June 21, 2024

Please read Section 26 and 32 of the Companies Act, 2013

100% Book Built Offer

(Please scan this QR Code to view the Prospectus)

**DURLAX**<sup>TM</sup>

TOP SURFACE LIMITED

**DURLAX TOP SURFACE LIMITED**

Corporate Identity Number: U74999MH2010PLC202712

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
301, Jaisingh Commonsplace, Dayal Das Road, FP362, W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India	NA	Komal Birla, Company Secretary and Compliance Officer	<a href="mailto:cs@durlaxindia.com">cs@durlaxindia.com</a> & +91-75067 99831	<a href="http://www.durlax.com">www.durlax.com</a>

**NAME OF PROMOTERS OF THE COMPANY**

SHRAVAN SUTHAR AND LALIT SUTHAR

**DETAILS OF OFFER TO PUBLIC**

Type	Fresh Issue Size	OFS* (by no. of share or by amount in ₹)	Total Size	Eligibility & Share Reservation among NII & RII
Fresh Issue and Offer for Sale	42,00,000 Equity Shares aggregating to ₹ 2,856.00** Lakhs	18,00,000 Equity Shares aggregating to ₹ 1,224** Lakhs	60,00,000 Equity Shares aggregating to ₹ 4,080** Lakhs	The Offer has been made pursuant to Regulation 229 (2) and 253(1) of Chapter IX of SEBI (ICDR) Regulations, 2018. For details of Share reservation among QIBs, NIIs and RIIs, see "Offer Structure" beginning on page 209.

\*OFS: Offer for Sale

\*\*Subject to finalization of the basis of allotment

**DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDER**

Name of Promoter Selling Shareholder	Type	Number of Equity shares offered	Weighted average cost of acquisition per Equity Share <sup>(i)</sup> (In ₹)
Shravan Suthar	Promoter Selling Shareholder	18,00,000	11.18

(i) As certified by N K Mittal &amp; Associates, Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated June 21, 2024.

**RISKS IN RELATION TO THE FIRST OFFER**

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10/- each and the Floor Price and Cap Price are 6.5 times and 6.8 times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the offer Price (as determined by our Company and Promoter Selling Shareholder, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis for Offer Price" beginning on page 94) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 29 of this Prospectus.

**ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for statements and undertakings expressly made by the Promoter Selling Shareholder in this Prospectus solely in relation to himself and the Equity Shares being offered by him in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. Promoter Selling Shareholder assumes no responsibility for any other statement in this Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business.

**LISTING**

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated March 5, 2024 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGER**

DETAILS OF BOOK RUNNING LEAD MANAGER	CONTACT PERSON	TELEPHONE AND EMAIL
 EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED	Mr. Gaurav Jain	+91 11 4509 8234 ipo@expertglobal.in

**DETAILS OF REGISTRAR TO THE OFFER**

NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE & E-MAIL
BIGSHARE SERVICES PRIVATE LIMITED	Mr. Vinayak Morble	+91 22-6263 8200 <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>

**BID/OFFER PERIOD**

Anchor portion Opened/Closed on: Tuesday, June 18, 2024	Bid/Offer Opened on: Wednesday, June 19, 2024	Bid/Offer Closed on: Friday, June 21, 2024
---	---	--

(This page has been intentionally left blank)

**DURLAX TOP SURFACE LIMITED****Corporate Identity Number: U74999MH2010PLC202712**

Our company was originally incorporated as Durlax Arctech Private Limited on May 03, 2010 as a private limited company under the provisions of Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai. Further, the name of the company was changed to Durlax India Private Limited vide the Certificate of Incorporation pursuant to change of name dated August 23, 2017 issued by RoC, Mumbai. Subsequently, the name was changed to Durlax Top Surface Private Limited vide Certificate of Incorporation pursuant to change of name dated January 06, 2023 issued by RoC, Mumbai. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on January 27, 2023 and the name of our Company was changed to "Durlax Top Surface Limited" and a Fresh Certificate of Incorporation dated March 29, 2023 was issued by RoC, Mumbai. The Corporate Identity Number of our Company is U74999MH2010PLC202712. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 60 and 137 respectively of this Prospectus.

**Registered office:** 301, Jaisingh Commonsplace, Dayal Das Road, FP362, W.E. Highway, Vile Parle (East), Mumbai – 400057, Maharashtra, India.

**Tel:** +91-75067 99831; **E-mail:** [cs@durlaxindia.com](mailto:cs@durlaxindia.com); **Website:** [www.durlax.com](http://www.durlax.com);

**Contact Person:** Komal Birla, Company Secretary and Compliance Officer

**PROMOTERS OF THE COMPANY: SHRAVAN SUTHAR AND LALIT SUTHAR**

**INITIAL PUBLIC OFFER OF 60,00,000\*\* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF DURLAX TOP SURFACE LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ 68/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 58/- PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ 4,080.00\*\* LAKHS COMPRISING A FRESH ISSUE OF 42,00,000\*\* EQUITY SHARES AGGREGATING TO ₹ 2,856\*\* LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF 18,00,000\*\* EQUITY SHARES AGGREGATING TO ₹ 1,224\*\* LAKHS BY OUR PROMOTER SELLING SHAREHOLDER, (THE "OFFERED SHARES") (THE "OFFER FOR SALE") AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER") OF WHICH 3,00,000\*\* EQUITY SHARES AGGREGATING TO ₹ 204\*\* LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER, LESS MARKET MAKER RESERVATION, I.E. NET OFFER 57,00,000\*\* EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT PRICE OF ₹ 68/- PER EQUITY SHARE AGGREGATING TO ₹ 3,876\*\* LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 36.08% AND 34.28% RESPECTIVELY OF THE FULLY-DILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. THE OFFER PRICE IS 6.8 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**\*\*Subject to finalization of the basis of allotment.**

This Offer was made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and Promoter Selling Shareholder in consultation with the BRLM allocated 20.82% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares were added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer was available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts were blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 214.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00. The Offer Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer 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 Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 29 of this Prospectus.

**ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the issuer and the Offer which is material in the context of the Offer, that the information contained in the Offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for statements and undertakings expressly made by the Selling Shareholders in this Prospectus solely in relation to himself and the Equity Shares being offered by it in the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. Promoter Selling Shareholder assumes no responsibility for any other statement in this Prospectus, including, inter alia, any of the statements made by or relating to our Company or our Company's business.

**LISTING**

The Equity Shares issued through the Red Herring Prospectus and this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated March 5, 2024 from NSE for using its name in this offer document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Offer, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

**BOOK RUNNING LEAD MANAGER**

**Expert Global Consultants Private Limited**  
1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India  
**Telephone:** +91 11 4509 8234  
**Email:** [ipo@expertglobal.in](mailto:ipo@expertglobal.in)  
**Website:** [www.expertglobal.in](http://www.expertglobal.in)  
**Investor Grievance Email:** [compliance@expertglobal.in](mailto:compliance@expertglobal.in)  
**Contact Person:** Mr. Gaurav Jain  
**SEBI registration number:** INM000012874  
**CIN:** U74110DL2010PTC205995

**REGISTRAR TO THE OFFER**

**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –400 093, Maharashtra, India  
**Telephone:** 022-6263 8200  
**Facsimile:** 022-6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor grievance email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Contact Person:** Mr. Vinayak Morble  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**SEBI Registration Number:** INR000001385  
**CIN:** U99999MH1994PTC076534

**BID/OFFER PERIOD**

**Anchor portion Opened/Closed on:** Tuesday, June 18, 2024

**Bid/Offer Opened on:** Wednesday, June 19, 2024

**Bid/Offer Closed on:** Friday, June 21, 2024\*

## Index

<b>SECTION I – GENERAL .....</b>	<b>1</b>
DEFINITIONS AND ABBREVIATIONS .....	1
CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA .....	18
FORWARD LOOKING STATEMENTS .....	20
<b>SECTION II – SUMMARY OF OFFER DOCUMENT .....</b>	<b>22</b>
<b>SECTION III – RISK FACTORS .....</b>	<b>29</b>
<b>SECTION IV: INTRODUCTION .....</b>	<b>52</b>
THE OFFER .....	52
SUMMARY OF FINANCIAL INFORMATION .....	54
GENERAL INFORMATION .....	60
CAPITAL STRUCTURE .....	71
OBJECTS OF THE OFFER .....	87
BASIS FOR OFFER PRICE .....	94
STATEMENT OF POSSIBLE TAX BENEFITS .....	101
<b>SECTION V – ABOUT THE COMPANY .....</b>	<b>103</b>
INDUSTRY OVERVIEW .....	103
OUR BUSINESS .....	114
KEY INDUSTRY REGULATIONS AND POLICIES .....	128
HISTORY AND CERTAIN CORPORATE MATTERS .....	137
OUR MANAGEMENT .....	142
OUR PROMOTERS AND PROMOTER GROUP .....	156
OUR GROUP COMPANY .....	161
DIVIDEND POLICY .....	162
<b>SECTION VI – FINANCIAL INFORMATION .....</b>	<b>163</b>
RESTATED FINANCIAL STATEMENTS .....	163
OTHER FINANCIAL INFORMATION .....	164
CAPITALISATION STATEMENT .....	165
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS .....	166
FINANCIAL INDEBTEDNESS .....	173
<b>SECTION VII – LEGAL AND OTHER INFORMATION .....</b>	<b>175</b>
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS .....	175
GOVERNMENT AND OTHER KEY APPROVALS .....	183
<b>SECTION VIII-OTHER REGULATORY AND STATUTORY DISCLOSURES .....</b>	<b>190</b>
<b>SECTION IX – OFFER RELATED INFORMATION .....</b>	<b>201</b>
TERMS OF THE OFFER .....	201
OFFER STRUCTURE .....	209
OFFER PROCEDURE .....	214
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	247
<b>SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION .....</b>	<b>248</b>
<b>SECTION XI – OTHER INFORMATION .....</b>	<b>265</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	265
DECLARATION .....	267

**SECTION I – GENERAL  
DEFINITIONS AND ABBREVIATIONS**

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Basis for Offer Price*”, “*Key Regulations and Policies in India*”, “*Financial Information*”, “*Outstanding Litigation and Other Material Developments*” and “*Offer Procedure*”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the notified provisions of the Companies Act, 2013, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

**Conventional or General Terms**

Terms	Description
“DTSL”, “Durlax”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Durlax Top Surface Limited”, (formerly known as Durlax Top Surface Private Limited) a Company originally incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Mumbai
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Offer.
<b>Our Promoters</b>	The Promoters of our Company, namely, Shraavan Suthar and Lalit Suthar.
<b>Promoter Group</b>	Such persons, entities and companies constituting our Promoter Group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 156 of this Prospectus.

**Company Related Terms**

Terms	Description
<b>AOA / Articles of Association</b>	The articles of association of our Company, as amended from time to time.
<b>Audit Committee</b>	The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated January 06, 2023.
<b>Auditor or Statutory Auditor or Peer review Auditor</b>	The statutory auditor of our Company, namely N K Mittal & Associates, Chartered Accountants.
<b>Banker to our Company</b>	Punjab National Bank as disclosed in the section titled “ <i>General Information</i> ” beginning on page 60 of this Prospectus.
<b>Board of Directors / the Board / our Board</b>	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 142 of this Prospectus.
<b>Chairman</b>	Chairman of the Board, as described in “ <i>Our Management</i> ” on page 142 of this Prospectus.

<b>Terms</b>	<b>Description</b>
<b>Chief Financial Officer/ CFO</b>	Chief Financial Officer of our Company being Kalpana Joshi
<b>CIN</b>	Corporate Identification Number of our Company U74999MH2010PLC202712
<b>Company Secretary &amp; Compliance Officer</b>	The Company Secretary and Compliance Officer of our Company being Komal Birla.
<b>Director(s)</b>	The director(s) on our Board.
<b>Equity Shares/Shares</b>	Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
<b>Equity Shareholders/ Shareholders</b>	Persons/ Entities holding Equity Shares of our Company.
<b>Equity Listing Agreement/ Listing Agreement</b>	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
<b>Independent Director</b>	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
<b>Indian GAAP</b>	Generally Accepted Accounting Principles in India.
<b>ISIN</b>	International Securities Identification Number. In this case being: INE00UW01013.
<b>Key Managerial Personnel/Key Managerial Employees</b>	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013, as described in section entitled “ <i>Our Management</i> ” on page 142 of this Prospectus.
<b>Manufacturing Unit or Unit</b>	Our Production facility situated at Survey Nos. 557/2 & 558/1, Village: Moti Tambadi, Tal. Vapi -396 193, Gujarat, India.
<b>Materiality Policy</b>	The policy on identification of group companies, material creditors and material litigation, adopted by our Board at its meeting held on September 01, 2023 in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents.
<b>MD or Managing Director</b>	The Managing Director of our Company being Shravan Suthar.
<b>MOA/ Memorandum/ Memorandum of Association</b>	Memorandum of Association of our Company, as amended from time to time.
<b>Nomination and Remuneration Committee</b>	The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations vide Board resolution dated January 06, 2023.
<b>Non- Executive Director</b>	A Director not being an Executive Director or an Independent Director.
<b>NRIs / Non-Resident Indians</b>	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
<b>Person or Persons</b>	Any individual, sole proprietorship, unincorporated association, unincorporated 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.
<b>Promoter Selling Shareholder/Selling Shareholder</b>	Shravan Suthar
<b>RBI Act</b>	The Reserve Bank of India Act, 1934 as amended from time to time.
<b>Registered Office of our Company</b>	301, Jaisingh Commonsplace, Dayal Das Road, FP362, W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.
<b>Reserve Bank of</b>	Reserve Bank of India constituted under the RBI Act

<b>Terms</b>	<b>Description</b>
<b>India/RBI</b>	
<b>RoC / Registrar of Companies</b>	Registrar of Companies, Mumbai, Maharashtra located at 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.
<b>“Restated Financial Statements” or “Restated Financial Information” or “Financial Information”</b>	The restated Financial Statements of our Company for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
<b>SEBI</b>	Securities and Exchange Board of India constituted under the SEBI Act.
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992, as amended from time to time.
<b>SEBI (ICDR) Regulations/ICDR Regulations/ Regulation</b>	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time.
<b>SEBI Takeover Regulations or SEBI (SAST) Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
<b>SEBI (Foreign Venture Capital Investor) Regulations</b>	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time.
<b>SEBI Insider Trading Regulations</b>	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.
<b>SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations</b>	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
<b>SEBI (PFUTP) Regulations / PFUTP Regulations</b>	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
<b>Senior Management</b>	Senior Management of our company in terms of Regulation 2 (1) (bbbb) of the SEBI (ICDR) Regulation, 2018, as identified in the Chapter titled “Our Management” beginning on page 142
<b>Stakeholders</b>	The holders of the Equity Shares from time to time.
<b>Stakeholders’ Relationship Committee</b>	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated January 06, 2023.
<b>Stock Exchange</b>	Unless the context requires otherwise, refers to, Emerge platform of National Stock Exchange of India Limited.
<b>Sub- Account</b>	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals.
<b>Subscribers to MOA</b>	Initial Subscribers to the MOA & AOA being Shravan Suthar and Lalit Suthar.
<b>Whole time Director</b>	Whole-time director of our Company, namely Lalit Suthar.

#### Offer Related Terms

<b>Terms</b>	<b>Description</b>
<b>Abridged Prospectus</b>	Abridged Prospectus issued as per SEBI ICDR Regulations and appended to the Application Form.

<b>Terms</b>	<b>Description</b>
<b>Acknowledgement Slip</b>	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
<b>Allot / Allotment / Allotted</b>	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the offered shares pursuant to the Offer for Sale of the Equity Shares, in each case to the successful Applicants.
<b>Allotment Advice</b>	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.
<b>Allottee (s)</b>	The successful applicant to whom the Equity Shares are being / have been allotted
<b>Anchor Investor</b>	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
<b>Anchor Investor Allocation Price</b>	₹68/- per Equity Share. The price at which Equity Shares were allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
<b>Anchor Investor Application Form</b>	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which was considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
<b>Anchor Investor Bidding Date</b>	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors were submitted, prior to and after which the Book Running Lead Manager did not accept any Bids from Anchor Investor, and allocation to Anchor Investors was completed.
<b>Anchor Investor Offer Price</b>	₹68/- per Equity Share. The final price at which the Equity Shares were Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Offer Price was decided by our Company and Promoter Selling Shareholder, in consultation with the BRLM.
<b>Anchor Investor Pay – in Date</b>	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Offer Price a date being, not later than two Working Days after the Bid/Offer Closing Date.
<b>Anchor Investor Portion</b>	20.82% of the QIB Portion consisting of 5,92,000 Equity Shares*, which was made available for allocation by our Company and Promoter Selling Shareholder, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Out of which one third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. <i>*Subject to Finalization of Basis of Allotment</i>
<b>Applicant / Investor</b>	Any prospective investor who made an application pursuant to the terms of the Red Herring Prospectus and the Application form.
<b>Application Amount</b>	The amount at which the Applicant made an application for the Equity Shares of our Company in terms of the Red Herring Prospectus.
<b>Application Form</b>	The form, whether physical or electronic, used by an Applicant was made for an application, which will be considered as the application for Allotment for purposes of the Red Herring Prospectus.
<b>Applications Supported by Blocked Amount or ASBA</b>	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and included applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.



<b>Terms</b>	<b>Description</b>
<b>ASBA Account</b>	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and included the account of a UPI Bidder which was blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
<b>ASBA Bidder</b>	All Bidders except Anchor Investors.
<b>ASBA Form</b>	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which was considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
<b>ASBA / Location(s) / Specified Cities</b>	Locations at which ASBA Applications could be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
<b>Banker to the Offer/ Public Offer Bank/ Refund Banker</b>	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account was opened, in this case being ICICI Bank Limited.
<b>Banker to the Offer Agreement</b>	Agreement dated March 14, 2024 entered into amongst the Company, Promoter Selling Shareholder, Book Running Lead Manager, the Registrar and the Banker of the Offer.
<b>Basis of Allotment</b>	The basis on which the Equity Shares will be Allotted, described in “ <i>Offer Procedure</i> ” on page 214 of this Prospectus.
<b>Bid</b>	An indication to make an bid/offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
<b>Bidder</b>	Any investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
<b>Bid Amount</b>	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
<b>Bid cum Application Form</b>	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which were considered as the application for Allotment in terms of the Prospectus.
<b>Bid Lot</b>	2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter.
<b>Bid/ Offer Closing Date</b>	The date on which the Syndicate, the Designated Branches and the Registered Brokers did not accept the Bids, which was notified in All editions of the English national newspaper i.e. Financial Express, All editions of the Hindi national newspaper i.e. Jansatta, and Marathi Regional newspaper i.e. Navshakti, each with wide circulation.
<b>Bid/ Offer Opening Date</b>	The date on which the Syndicate, the Designated Branches and the Registered Brokers started accepting Bids, which was notified in All edition of the English national newspaper i.e. Financial Express, All edition of the Hindi national newspaper i.e. Jansatta, and Marathi Regional newspaper i.e. Navshakti, each with wide circulation.
<b>Bid/ Offer Period</b>	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders submitted their Bids, including any revisions thereof.
<b>Bidding/Collection Centres</b>	Centres at which the Designated intermediaries accepted the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
<b>Book Building Process</b>	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer has been made.

Terms	Description
<b>Book Running Lead Manager or BRLM</b>	The Book Running Lead Manager to the Offer, namely Expert Global Consultants Private Limited (“EGCPL”).
<b>Broker Centres</b>	Broker centres notified by the Stock Exchanges, where the Applicants could submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
<b>Business Day</b>	Monday to Friday (except public holidays).
<b>CAN or Confirmation of Allocation Note</b>	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
<b>Cap Price</b>	The higher end of the Price Band, <i>i.e.</i> ₹ 68/- per Equity Share above which no Bids were accepted, including any revisions thereof.
<b>Cash Escrow and Sponsor Bank Agreement / Banker to the Offer Agreement / Sponsor Bank Agreement</b>	Agreement entered into and amongst our Company, Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
<b>Client Id</b>	Client Identification Number maintained with one of the Depositories in relation to demat account.
<b>Collecting Depository Participant or CDP</b>	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. <i>CIR/CFD/POLICYCELL/11/2015</i> dated <i>November 10, 2015</i> , issued by SEBI.
<b>Controlling Branches of the SCSBs</b>	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
<b>Cut-off Price</b>	The Offer Price, as finalized by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, being ₹ 68/- per equity share,. Only Retail Individual Bidders Bidding in the Retail Portion, were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders were not entitled to Bid at the Cut-off Price.
<b>Demographic Details</b>	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
<b>Depository / Depositories</b>	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
<b>Depository Participant / DP</b>	A Depository Participant as defined under the Depositories Act, 1996.
<b>Designated CDP Locations</b>	Such centres of the CDPs where Bidders submitted the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
<b>Designated Date</b>	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
<b>Designated</b>	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate

Terms	Description
<b>Intermediaries/ Collecting Agent</b>	member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
<b>Designated CDP Locations</b>	Such locations of the CDPs where Applicant could submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
<b>Designated RTA Locations</b>	Such locations of the RTAs where Applicant submitted the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
<b>Designated SCSB Branches</b>	Such branches of the SCSBs which collected the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount was blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
<b>Designated Stock Exchange</b>	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE).
<b>DP</b>	Depository Participant.
<b>DP ID</b>	Depository Participant's Identity.
<b>Draft Red Herring Prospectus or DRHP</b>	The draft red herring prospectus dated September 30, 2023, filed with Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer, and includes any addenda or corrigenda thereto.
<b>Eligible NRI(s)</b>	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constituted an invitation to subscribe for the Equity Shares.
<b>Eligible QFIs</b>	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depository participants.
<b>Escrow Account(s)</b>	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors transferred money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
<b>Escrow Collection Bank(s)</b>	The banks which are clearing members and registered with SEBI as bankers to an offer under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being ICICI Bank Limited.
<b>First Bidder</b>	The Bidder whose name was mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appeared as the first holder of the beneficiary account held in joint names.
<b>Floor Price</b>	The lower end of the Price Band, i.e., ₹ 65/- per equity share.
<b>Equity Shares</b>	Equity Shares of our Company of face value ₹10 each.
<b>Electronic Transfer of Funds</b>	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
<b>FII/ Foreign Institutional Investors</b>	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
<b>Fresh Issue</b>	Fresh issue of 42,00,000* Equity Shares aggregating to ₹ 2,856.00* lakhs to be issued by company pursuant to the Offer. *Subject to finalization of Basis of Allotment
<b>First/ Sole Applicant</b>	The Applicant whose name appeared first in the Application Form or Revision Form.
<b>Foreign Venture Capital Investors</b>	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
<b>FPI / Foreign Portfolio Investor</b>	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided

Terms	Description
	that any FII or QFI who holds a valid certificate of registration was deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.
<b>Fugitive Economic Offender</b>	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
<b>Foreign Venture Capital Fund</b>	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
<b>General Information Document/GID</b>	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2020/37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
<b>Gross Proceeds</b>	The total Offer Proceeds to be raised pursuant to the Offer.
<b>Offer / Public Offer / Offer size/ Initial Public Offer / Initial Public Offer / Initial Public Offering / IPO</b>	The present paid-up capital of our Company is ₹ 12,42,77,010 and we are proposing Offer of 60,00,000* equity shares of face value of ₹ 10/- each (“equity shares”) of the Company for cash at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per equity share) (“offer price”) aggregating up to ₹ 4,080.00* lakhs comprising a fresh issue of 42,00,000* equity shares aggregating up to ₹ 2,856.00* lakhs by our company (“fresh issue”) and an offer for sale of 18,00,000* equity shares aggregating up to ₹ 1,224.00* lakhs by our promoter selling shareholder.  <i>*Subject to finalization of basis of allotment.</i>
<b>Offer Agreement</b>	The Agreement dated September 28, 2023 entered amongst our Company, Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
<b>Offer Price</b>	₹ 68/- per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares were Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price was decided by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus
<b>Offer Proceeds</b>	Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” page 87 of this Prospectus.
<b>Promoter Selling Shareholder</b>	Shravan Suthar
<b>Listing Agreement</b>	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
<b>Lot Size</b>	The Market lot and Trading lot for the Equity Share is 2,000 and in multiples of 2,000 thereafter; subject to a minimum allotment of 2,000 Equity Shares to the successful applicants.
<b>Mutual Funds</b>	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
<b>Market Maker</b>	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, Globalworth Securities Limited.
<b>Market Making Agreement</b>	The Market Making Agreement dated March 14, 2024 between our Company, BRLM and Market Maker.
<b>Market Maker Reservation Portion</b>	The reserved portion of 3,00,000 Equity Shares of ₹ 10 each at an Offer price of ₹ 68/- each aggregating to ₹ 204.00 lakhs subscribed by Market Maker in this offer.
<b>Minimum Promoter’s Contribution</b>	Aggregate of 20% of the fully diluted post-offer Equity Share capital of our Company held by our Promoters which was provided towards minimum promoter’s contribution of 20% and locked in for a period of three years from the date of Allotment.
<b>Mobile App(s)</b>	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by RIIs to

Terms	Description
	submit Applications using the UPI Mechanism.
<b>Net Offer</b>	Initial public offer of 60,00,000 Equity Shares for cash at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per equity share) aggregating to ₹ 4,080.00 Lakhs. The Offer comprises of a Fresh Issue of 42,00,000 equity Shares aggregating to ₹ 2,856.00 Lakhs and an Offer for Sale of 18,00,000 Equity Shares aggregating to ₹ 1224.00 Lakhs.
<b>Net Proceeds</b>	The Offer Proceeds received from the fresh Issue excluding Offer related expenses. For further information on the use of Net Offer Proceeds and Offer expenses, please refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 87 of this Prospectus.
<b>Non-Institutional Investors / Applicant</b>	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs).
<b>Non-Resident or NR</b>	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
<b>Non-Resident Indian/NRI</b>	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended.
<b>NSEIL/ NSE</b>	National Stock Exchange of India Limited.
<b>NSE EMERGE</b>	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
<b>Other Investor</b>	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions.
<b>OCB / Overseas Corporate Body</b>	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Offer.
<b>Payment through electronic means</b>	Payment through NECS, NEFT, or Direct Credit, as applicable.
<b>Pricing Date</b>	The date on which our Company and Promoter Selling Shareholder in consultation with the BRLM, finalized the Offer Price.
<b>Price Band</b>	Price band of a minimum price of ₹ 65/- per Equity Share (Floor Price) and the maximum Price of ₹ 68/- per Equity Share (Cap Price) and includes revisions thereof, if any.  The Price Band and the minimum Bid Lot for the Offer was decided by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and was advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Mumbai editions of Navshakti (a widely circulated Marathi daily newspaper, Marathi being the regional language of Mumbai where our registered office is located), each with wide circulation.
<b>Prospectus</b>	This Prospectus, dated June 21, 2024, to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
<b>Public Offer Account</b>	The ‘no-lien’ and ‘non-interest bearing’ account opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
<b>QIB Portion</b>	The portion of the Offer being not more than 50% of the Net Offer or 28,50,000* Equity Shares, available for allocation to QIBs (including Anchor Investors) on a

<b>Terms</b>	<b>Description</b>
	proportionate basis (in which allocation to Anchor Investors was on a discretionary basis, as determined by our Company and Promoter Selling Shareholder in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price. <i>*Subject to finalization of Basis of Allotment</i>
<b>Qualified Foreign Investor/ QFIs</b>	Non-resident investors other than SEBI registered FII's or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
<b>Qualified Institutional Buyers/ QIBs</b>	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
<b>Red Herring Prospectus or RHP</b>	The Red herring prospectus issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer. The Red herring prospectus was filed with the RoC not less than three working days before the Bid/ Offer Opening Date.
<b>Refund Account</b>	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
<b>Refund Bank(s)/ Refund Banker(s)</b>	The Bankers to the Offer with whom the Refund Accounts was opened, in this case being ICICI Bank Limited.
<b>Registered Brokers</b>	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
<b>Registrar/ Registrar to the Offer/ RTA/ RTI</b>	Bigshare Services Private Limited having its Corporate office at S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –400 093, Maharashtra, India
<b>Registrar Agreement</b>	The agreement dated September 28, 2023 among our Company, Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Issue;
<b>Reserved Category/ Categories</b>	Categories of persons eligible for making application under reservation portion.
<b>Reservation Portion</b>	The portion of the Offer reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations.
<b>Retail Individual Investors/ RII</b>	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who applied for the Equity Shares of a value of not more than ₹ 2,00,000.
<b>Retail Portion</b>	The portion of the Offer being not less than 35% of the Net Offer consisting of 20,00,000 Equity Shares which were available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which was not less than the minimum Bid Lot, subject to valid Bids received at or above the Offer Price.
<b>Revision Form</b>	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
<b>SEBI SCORES</b>	Securities and Exchange Board of India Complaints Redress System
<b>Securities Law</b>	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
<b>Self-Certified Syndicate Bank(s) / SCSB(s)</b>	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount was blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.



<b>Terms</b>	<b>Description</b>
<b>SME Exchange/ SME Platform</b>	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
<b>Specified securities</b>	The equity shares issued through the Red Herring Prospectus and this Prospectus
<b>Syndicate Agreement</b>	Agreement dated March 14, 2024 entered into among the Company, the Book Running Lead Manager, Share Escrow Agent and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
<b>Syndicate Members</b>	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Offer and carry out activities as an underwriter namely, Globalworth Securities Limited.
<b>Syndicate or members of the Syndicate</b>	Together, the Book Running Lead Manager and the Syndicate Members.
<b>Systemically Important Non-Banking Financial Company or NBFC-SI</b>	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
<b>Transaction Registration Slip/ TRS</b>	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
<b>Underwriter</b>	Expert Global Consultants Private Limited
<b>Underwriting Agreement</b>	The Agreement dated March 14, 2024 entered between the BRLM, Underwriters, Promoter Selling Shareholder and our Company.
<b>UPI/ Unified Payments Interface</b>	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.
<b>UPI Bidders</b>	Collectively, individual investors applied as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 200,000 and up to ₹500,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism.  Pursuant to Circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/P/2022/45</i> dated <i>April 05, 2022</i> issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
<b>UP ID</b>	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
<b>UPI Circulars</b>	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having

Terms	Description
	reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
<b>UPI ID</b>	Identity document created on UPI for single-window mobile payment system developed by the NPCI.
	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
<b>UPI Mandate Request</b>	In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time.
<b>UPI Mechanism</b>	The Application mechanism that was be used by an RII to make an Application in the Offer in accordance the UPI Circulars to make an ASBA Applicant in the Offer.
<b>UPPIN</b>	Password to authenticate UPI transaction.
<b>U.S. Securities Act</b>	U.S. Securities Act of 1933, as amended.
<b>Wilful Defaulter or Fraudulent Borrower</b>	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
<b>Working Day</b>	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

#### Technical and Industry Related Terms & Abbreviations

Terms	Full Form
<b>ADM</b>	Application Development Management
<b>Android</b>	Mobile operating system
<b>APAC</b>	Asia-Pacific
<b>ATH</b>	Aluminium trihydrate
<b>ATUFS</b>	Amended Technology Upgradation Fund Scheme
<b>B2B</b>	Business to Business
<b>B2C</b>	Business to Customers
<b>CAGR</b>	Compound Annual Growth Rate
<b>CPI</b>	Consumer Price Index
<b>DA</b>	Data Analytics
<b>DoS</b>	Department of Space
<b>ER&amp;D</b>	Engineering and R&D
<b>EMDE</b>	Emerging market and developing economies
<b>ESC</b>	Electronics & Computer Software Export Promotion Council
<b>FDI</b>	Foreign Direct Investment



<b>Terms</b>	<b>Full Form</b>
<b>GBP</b>	British Pound
<b>Gen Z</b>	Generation Z
<b>H1</b>	First Half of the year
<b>H2</b>	Second Half of the year
<b>ICRA</b>	Investment Information and Credit Rating Agency of India Limited
<b>ICT</b>	Information & Communication Technologies
<b>IEC</b>	International Electrotechnical Commission
<b>IoT</b>	Internet Of Things
<b>IOS</b>	iPhone OS or iPhone Operating System
<b>ISO</b>	International Organization for Standardization
<b>ISVs</b>	Independent Software Vendors
<b>IT</b>	Information Technology
<b>ITES</b>	Information Technology Enabled Services
<b>LED</b>	Light Emitting Diode
<b>MEA</b>	Middle East and Africa
<b>NaBFID</b>	National Bank for Financing Infrastructure and Development
<b>Nasscom</b>	National Association of Software and Service Companies
<b>NIOSH</b>	National Institute for Occupational Safety and Health
<b>Niti</b>	National Institute for Transforming India
<b>NREDCAP</b>	New & Renewable Energy Development Corporation of Andhra Pradesh Limited
<b>OPD</b>	Outsourced Product Development
<b>OPM</b>	Operating Profit Margin
<b>PE-VC</b>	Private Equity and Venture Capital
<b>PrLI</b>	Production Linked Incentive
<b>PVA</b>	Polyvinyl Alcohol
<b>Q</b>	Quarter
<b>QA</b>	Quality Assurance
<b>R&amp;D</b>	Research & Development
<b>SAARC</b>	South Asian Association for Regional Cooperation
<b>SEZ</b>	Special Economic Zone
<b>STC</b>	Strategic Technology Consulting
<b>STPI</b>	Software Technology Parks of India
<b>T&amp;M</b>	Time & Material
<b>U.A. E</b>	United Arab Emirates
<b>US</b>	United States
<b>USD</b>	United States Dollar
<b>USP</b>	Unique Selling Proposition
<b>y-o-y</b>	year-on-year

#### Conventional and General Terms or Abbreviations

<b>Abbreviation</b>	<b>Full Form</b>
<b>A/c</b>	Account
<b>Act or Companies Act</b>	The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
<b>Air Act, 1981</b>	Air (Prevention and Control of Pollution) Act, 1981
<b>ACIT</b>	Assistant Commissioner of Income Tax
<b>AGM</b>	Annual General Meeting
<b>ASBA</b>	Applications Supported by Blocked Amount
<b>AS / Accounting Standard</b>	Accounting Standards as issued by the Institute of Chartered Accountants of India
<b>AMT</b>	Amount
<b>AIF</b>	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
<b>AY</b>	Assessment Year

<b>Abbreviation</b>	<b>Full Form</b>
<b>AOA</b>	Articles of Association
<b>Approx</b>	Approximately
<b>Bn</b>	Billion
<b>BG/LC</b>	Bank Guarantee / Letter of Credit
<b>BIFR</b>	Board for Industrial and Financial Reconstruction
<b>CDSL</b>	Central Depository Services (India) Limited
<b>CAGR</b>	Compounded Annual Growth Rate
<b>CAN</b>	Confirmation of Allocation Note
<b>CA</b>	Chartered Accountant
<b>CC</b>	Cash Credit
<b>CIN</b>	Corporate Identity Number
<b>CIT</b>	Commissioner of Income Tax
<b>CS</b>	Company Secretary
<b>CS &amp; CO</b>	Company Secretary and Compliance Officer
<b>CFO</b>	Chief Financial Officer
<b>CST</b>	Central Sales Tax
<b>Category I foreign portfolio investor(s)</b>	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations
<b>Category II foreign portfolio investor(s)</b>	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations
<b>Category III foreign portfolio investor(s)</b>	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations
<b>Companies Act/ Companies Act, 2013</b>	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
<b>Competition Act</b>	The Competition Act, 2002
<b>Consolidated FDI Policy</b>	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 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.
<b>DIN</b>	Director Identification Number
<b>DIPP</b>	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
<b>Depositories</b>	NSDL and CDSL
<b>Depositories Act</b>	The Depositories Act, 1996
<b>EBITDA</b>	Earnings Before Interest, Taxes, Depreciation & Amortisation
<b>ECS</b>	Electronic Clearing System
<b>EPS</b>	Earnings Per Share
<b>EGM /EOGM</b>	Extraordinary General Meeting
<b>EXIM/ EXIM Policy</b>	Export – Import Policy
<b>FCNR Account</b>	Foreign Currency Non-Resident Account
<b>FIPB</b>	Foreign Investment Promotion Board
<b>FY / Fiscal/ Financial Year</b>	Period of twelve months ended March 31 of that particular year, unless otherwise stated
<b>FEMA</b>	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
<b>FCNR Account</b>	Foreign Currency Non-Resident Account
<b>FBT</b>	Fringe Benefit Tax
<b>FDI</b>	Foreign Direct Investment
<b>FIs</b>	Financial Institutions
<b>FIIIs</b>	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
<b>Foreign Portfolio Investor or FPIs</b>	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992.
<b>FTA</b>	Foreign Trade Agreement.
<b>FVCI</b>	Foreign Venture Capital Investors registered with SEBI under the Securities and

<b>Abbreviation</b>	<b>Full Form</b>
	Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
<b>FV</b>	Face Value
<b>GoI/Government</b>	Government of India
<b>GDP</b>	Gross Domestic Product
<b>HUF</b>	Hindu Undivided Family
<b>ICAI</b>	The Institute of Chartered Accountants of India
<b>ICWAI</b>	The Institute of Cost Accountants of India
<b>IMF</b>	International Monetary Fund
<b>INR</b>	Indian National Rupee
<b>IIP</b>	Index of Industrial Production
<b>Income Tax Act or the I.T. Act</b>	The Income Tax Act, 1961
<b>IT Authorities</b>	Income Tax Authorities
<b>IT Rules</b>	Income Tax Rules, 1962, as amended, except as stated otherwise
<b>IRDA</b>	Insurance Regulatory and Development Authority
<b>Indian GAAP</b>	Generally Accepted Accounting Principles in India.
<b>IPO</b>	Initial Public Offer
<b>ICSI</b>	The Institute of Company Secretaries of India
<b>IFRS</b>	International Financial Reporting Standards
<b>HNI</b>	High Net Worth Individual
<b>INR / Rs./ Rupees/₹</b>	Indian Rupees, the legal currency of the Republic of India
<b>I.T. Act</b>	Income Tax Act, 1961, as amended from time to time
<b>IT Authorities</b>	Income Tax Authorities
<b>IT Rules</b>	Income Tax Rules, 1962, as amended, except as stated otherwise
<b>IRDA</b>	Insurance Regulatory and Development Authority
<b>KMP</b>	Key Managerial Personnel
<b>Ltd.</b>	Limited
<b>MoF</b>	Ministry of Finance, Government of India
<b>MOU</b>	Memorandum of Understanding
<b>Mn</b>	Million
<b>Merchant Banker</b>	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
<b>MAPIN</b>	Market Participants and Investors Database
<b>NA</b>	Not Applicable
<b>Net-worth</b>	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
<b>NEFT</b>	National Electronic Funds Transfer
<b>NECS</b>	National Electronic Clearing System
<b>NAV</b>	Net Asset Value
<b>NPV</b>	Net Present Value
<b>NRIs</b>	Non-Resident Indians
<b>Non-Residents</b>	A person resident outside India, as defined under FEMA Regulations, 2000
<b>Notified Sections</b>	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 Prospectus
<b>NRIs / Non-Resident Indians</b>	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
<b>NRE Account</b>	Non-Resident External Account
<b>NRO Account</b>	Non-Resident Ordinary Account
<b>NSE</b>	National Stock Exchange of India Limited
<b>NOC</b>	No Objection Certificate
<b>NSDL</b>	National Securities Depository Limited
<b>P.A.</b>	Per Annum
<b>PF</b>	Provident Fund
<b>PG</b>	Post-Graduate
<b>PAC</b>	Persons Acting in Concert

<b>Abbreviation</b>	<b>Full Form</b>
<b>P/E Ratio</b>	Price/Earnings Ratio
<b>PAN</b>	Permanent Account Number
<b>PAT</b>	Profit After Tax
<b>PBT</b>	Profit Before Tax
<b>POA</b>	Power of Attorney
<b>PSU</b>	Public Sector Undertaking(s)
<b>Pvt.</b>	Private
<b>Quarter</b>	A period of 3 (three) continuous months.
<b>ROE</b>	Return on Equity
<b>R&amp;D</b>	Research & Development
<b>RONW</b>	Return on Net Worth
<b>RTGS</b>	Real Time Gross Settlement
<b>SCRA</b>	Securities Contracts (Regulation) Act, 1956, as amended from time to time
<b>SCRR</b>	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
<b>SEBI AIF Regulations</b>	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
<b>SEBI FII Regulations</b>	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
<b>SEBI FPI Regulations</b>	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
<b>SEBI FVCI Regulations</b>	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
<b>SEBI (LODR) Regulations, 2015</b>	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>SEBI Regulations/ SEBI ICDR Regulations</b>	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
<b>SEBI SBEB Regulations</b>	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
<b>SEBI Takeover Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
<b>SEBI VCF Regulations</b>	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
<b>SME</b>	Small and Medium Enterprises
<b>STT</b>	Securities Transaction Tax
<b>Sec.</b>	Section
<b>Sub-Account</b>	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
<b>SICA</b>	Sick Industrial Companies (Special Provisions) Act, 1985.
<b>Stock Exchange</b>	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment).
<b>SPV</b>	Special Purpose Vehicle
<b>TAN</b>	Tax Deduction Account Number
<b>TRS</b>	Transaction Registration Slip
<b>TIN</b>	Taxpayers Identification Number
<b>U.A.E</b>	United Arab Emirates
<b>U.K.</b>	United Kingdom
<b>US/United States</b>	United States of America
<b>USD/ US\$/ \$</b>	United States Dollar, the official currency of the Unites States of America
<b>VCF / Venture Capital Fund</b>	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
<b>w.e.f.</b>	With effect from
<b>Water Act, 1974</b>	Water (Prevention and Control of Pollution) Act, 1974
<b>Wilful Defaulter</b>	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
<b>-, ( )</b>	Represent outflow

Notwithstanding the following:

In the section titled “*Main Provisions of the Articles of Association*” beginning on page 248 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

In the section titled “*Financial Information*” beginning on page 163 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

In the Chapter titled “*Statement of Possible Tax Benefits*” beginning on page 101 of this Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

In the section titled “*Risk Factors*” beginning on page 29 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

In the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 166 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

## **CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA**

### **Certain Conventions**

All references to “India” in this Prospectus are to the Republic of India and its territories and possession and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references to the “US”, “U.S.” “USA” or “United States” are to the United States of America and its territories and possessions.

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

### **Financial Data**

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 29, 114 and 166, respectively, and elsewhere in this Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company, for the Financial Years ended March 31, 2024, 2023 and 2022 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “Guidance Note”), comprising the restated statement of assets and liabilities a for the Financial Years ended 2024, 2023 and 2022, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the Financial Years ended 2024, 2023 and 2022, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 163 and 166, respectively.

Our Company’s financial year commences on April 1 and ends on March 31 of next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that calendar year. Reference in this Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 163 of this Prospectus.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 248 of this Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Currency and Units of Presentation**

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to the Indian Rupee, the official currency of India;
- “USD” or “US\$” or “\$” or “U.S. Dollar” are to the United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout this Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although, we believe industry and market data used in this Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies, and assumptions may vary widely among different market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Offer Price*” on page 94 of this Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD LOOKING STATEMENTS

This Prospectus contains certain statements which are not statements of historical fact and may be described as “*forward-looking statements*”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “will continue”, “seek to”, “will achieve”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

1. We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers and any failure to continue our existing arrangements could adversely affect our business and results of operations.
2. We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations and financial condition.
3. Under-utilization of our production capacities could have an adverse effect on our business, future prospects and future financial performance.
4. The majority of our operative income is derived from the domestic market and any adverse developments in this market could adversely affect our business.
5. We do not enter into long-term arrangements with our distributors and any failure to continue our existing arrangements could negatively affect our business and results of operations.
6. Our Company, its Promoters and our Directors are party to certain legal proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.
7. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition
8. We may not be able to identify or effectively respond to evolving preferences, expectations or trends in a timely manner and a failure to derive the desired benefits from our product development efforts may impact our competitiveness and profitability
9. Our Manufacturing Facility is located in Vapi, Gujarat and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in Gujarat or any disruption in production at, or shutdown of, our manufacturing unit could have material adverse effect on our business and financial condition.
10. We have not received consents and information pertaining to certain Promoter Group members which are required to be disclose in relation to the promoter Group in this Prospectus. Therefore, the disclosure made in this Prospectus are limited to the information available in the public domain.

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe



the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoters, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Offer from the date of this Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – SUMMARY OF OFFER DOCUMENT

### PRIMARY BUSINESS OF THE COMPANY

We are engaged in the business of manufacturing of solid surface material, which is sold across India, through an extensive distribution network of distributors and direct customers and also exported to various countries such as Dubai, Qatar, Greece, Sri Lanka. We operate through two brands namely LUXOR® and ASPIRON®, which provide a wide range of solid surfaces known for their aesthetics and performance. Our LUXOR® brand offers Acrylic UV Solid Surfaces, while ASPIRON® offers Modified Solid Surfaces.

For detailed information on our business activities, please refer to section titled “*Our Business*” on page 114 of this Prospectus.

### SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The most recent research report on the global “**Corian Acrylic Solid Surface Market**” from 2023 to 2029 offers a comprehensive overview of the market, highlighting current trends, demand, and recent advancements that are anticipated to impact market growth in the near future. The report delves into various aspects including new business opportunities, pricing, revenue generation, gross margin, market size, market share, growth potential, and upcoming strategies employed by leading players. Additionally, it provides detailed profiles of major companies operating in the market, with a focus on market size for different product types (**Casting Molding Solid Surface, Extrusion Molding Solid Surface**), applications (**Hospitals, Hotels**), and geographical regions. The report also analyses the competitive landscape, current status, and emerging trends in the industry.

For detailed information on our business activities, please refer to section titled “*Industry Overview*” on page 114 of this Prospectus.

### NAME OF THE PROMOTERS

The Promoters of our Company is Shravan Suthar and Lalit Suthar. For detailed information on our Promoters and Promoter Group, please refer to section titled “*Our Promoters and Promoter Group*” on page 156 of this Prospectus.

### SIZE OF THE OFFER

Initial public offer of 60,00,000\* equity shares of face value of ₹ 10 each (“equity shares”) of the Company for cash at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per equity share) (“offer price”) aggregating up to ₹ 4,080.00\* lakhs comprising a fresh issue of 42,00,000\* equity shares aggregating up to ₹ 2,856.00\* lakhs by our company (“fresh issue”) and an offer for sale of 18,00,000\* equity shares aggregating up to ₹ 1,224.00\* lakhs by Promoter Selling Shareholder.

*\*Subject to finalization of Basis of Allotment*

Sr. No.	Name of Promoter Selling Shareholder	Maximum Number of Offered Shares <sup>(1)(2)</sup>	Date of Promoter Selling Shareholder’s Consent Letter
1.	Shravan Suthar	18,00,000 Equity shares	September 01, 2023

- (1) *The Offer has been authorised by a resolution of our Board dated September 01, 2023. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated September 21, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated September 01, 2023.*
- (2) *The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Prospectus with SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further information, see “Capital Structure” beginning on page 71*

### OBJECTS OF THE OFFER

Our Company proposes to utilize the proceeds from the Fresh Issue towards funding the following objects and achieve the benefits of listing on EMERGE platform of National Stock Exchange of India Limited:

Sr. No.	Particulars	(₹ in lakhs)
1	Part finance to meet the working capital requirements	1,750.00
2	General Corporate Purposes	600.00
3	Issue Related Expenses in relation to Fresh Issue	500.00
	<b>Total</b>	<b>2850.00</b>

For detailed information on the “*Objects of the issue*”, please refer on page 87 of this Prospectus.

#### AGGREGATE PRE-OFFER SHAREHOLDING OF THE PROMOTERS & PROMOTER GROUP AND PROMOTER SELLING SHAREHOLDER AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Aggregate Pre-Offer Shareholding of the Promoters & Promoter Group and Promoter Selling Shareholder are as follows:

Particulars	Pre-Offer	
	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>		
Shravan Suthar*	83,01,399	66.94%
Lalit Suthar	18,13,129	14.62%
<b>Total (A)</b>	<b>1,01,14,528</b>	<b>81.56%</b>
<b>Promoter Group</b>		
Laxmichand Suthar	8,94,280	7.21%
Pankaj Suthar	8,26,893	6.67%
<b>Total (B)</b>	<b>17,21,173</b>	<b>13.88%</b>
<b>Total (A+B)</b>	<b>1,18,35,701</b>	<b>95.44%</b>

\* Shravan Suthar is the Promoter Selling Shareholder of the Offer.

For detailed information on the “*Capital Structure*”, please refer on page 71 of this Prospectus.

#### FINANCIAL DETAILS

The table below sets forth a summary of the Restated Financial Statements for the financial years ended March 31, 2024, 2023 and 2022:

(Amount in Lakhs except per share data)

Sr No.	Particulars	For the year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	1,242.77	1,240.07	14.98
2.	Net worth	2,184.38	1,671.21	1,292.27
3.	Revenue from operations	9,076.42	6,673.83	4,735.82
4.	Profit After Tax	505.07	209.44	48.42
5.	Basic Earnings Per Share (Post Bonus Offer)	4.06	1.75	0.41
6.	Diluted Earnings Per Share (Post Bonus Offer)	4.06	1.75	0.41
7.	RONW(%)	23.12%	12.53%	3.75%
8.	NAV per Equity Shares (Post Bonus Offer)	17.58	13.48	10.92
9.	Total Borrowings (as per Restated)	6,070.71	3,690.93	3,929.82

For detailed information on the “*Restated Financial Information*”, please refer on page 163 of this Prospectus.

#### AUDITORS’ QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

No reservations, qualifications and adverse remarks have been made by our Auditors in their reports which have not been given effect to in the Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022.

## OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings involving our Company, Directors and Promoters as on the date of this Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	1	-	-	-	-	-#
Against the Company	-	13	-	-	1	1,762.28
<b>Directors</b>						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
<b>Promoters</b>						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

#the case has been settled as the Company has received full and final payment as claimed in the said case. Since the case is pending, a disclosure has been made for abundant precaution and the Company is in process of taking steps for withdrawal of the said case.

For detailed information on the “Outstanding Litigations”, please refer to section titled “Outstanding Litigations and Material Developments” on page 175 of this Prospectus.

## RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 29 of this Prospectus.

## CONTINGENT LIABILITIES

There are Contingent Liabilities of the Company for the financial year ended on March 31, 2024, 2023 and 2022.

a) The Company has imported Plant & Machinery under EPCG Scheme for which the company has legal obligation to export goods within Six year from date of licenses, the details of licenses are as follows:

(₹ in lakhs)

Sr No	Date of Issue of License	License No	Amount of Goods to be Exported	Amount of duty to be paid
1	28-10-2016	0330045650	2,811.23	488.03
2	19-01-2017	0330046241	18.21	3.20
3	08-06-2017	0330047328	493.00	82.49
	<b>TOTAL</b>		<b>3,322.44</b>	<b>573.72</b>

If the company is not able to comply with this export obligation then the Company shall be liable to pay custom duty of ₹ 573.72/- lakhs.

The company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹ 73.69 lakhs to obtain this Bank Guarantee the company has offered fixed deposit with PNB to the tune of Rs. 18.43 lakhs.

b) The Company has imported Raw Material under Advance Licenses Scheme and is under a legal obligation to export goods within Eighteen Months from the date of license, however the company was not able to fulfil these export obligations, hence the company has made an application to the concerned authority to extent time period to enable it to fulfil the export obligations. This application is not yet decided upon by the concern authority. The details of aforesaid advanced licenses are as follows:

(₹ in lakhs)

Sr No	Date of issue of License	License No	Amount of Goods to be exported	Amount of duty to be paid
1	10-04-2017	0310812402	159.36	42.44
2	27-07-2017	0310814878	462.00	114.72
	<b>TOTAL</b>		<b>621.36</b>	<b>157.16</b>

If the company is not able to comply with this export obligation then the company shall be liable to pay custom duty of ₹ 157.16 lakhs.

The Company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹ 32.72 lakhs to obtain this Bank Guarantee the company has provided fixed deposit with PNB to the tune of ₹ 10.33 lakhs as collateral security.

c) The Company has not taken any Group Gratuity Policy or made any provision for likely Gratuity Liabilities which may arise in future.

## RELATED PARTY TRANSACTIONS

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Part A: Transaction during the year/period			
Borrowings Received:			
Shravan Suthar	1,166.91	393.04	266.84
Lalit Suthar	121.87	72.04	9.5
Laxmichand Suthar	-	24.24	31.53
Neev Furnitech	89.27	31	-
Urmila Suthar	-	-	2.5
Kuber Trading	-	0.89	7
Pankaj Suthar	62.99	50.03	2.58
Borrowings Repaid			
Shravan Suthar	650.19	367.8	528.4
Lalit Suthar	119.42	50.17	34.82
Laxmichand Suthar	46.76	22.74	8.72
Neev Furnitech	38.19	42.25	6.83
Urmila Suthar	-	0.015	0.02
Kuber Trading	-	-	6.1
Pankaj Suthar	60.00	0.58	55.02
Managerial Remuneration			

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Lalit Suthar	18.00	18.00	-
Shravan Suthar	30.00	30.00	-
Sitting Fees			
Abhishek Bansal	1.17	-	-
Roxy Teniwal	1.29	-	-
Narayan Uttam Samantra	1.29	-	-
Salary Paid			
Sunil Khalate	2.00	0.66	-
Kalpana Joshi	2.57	-	-
Sejal Solanki	1.84	-	-
Honey Bansal	1.38	-	-
Sales:			
Ardent Projects	30.33	18.71	53.16
Neev Furnitech	19.51	0.62	-
Rent:			
Laxmichand Suthar	3.00	2.25	3.00
Shravan Suthar	18.00	9.30	0.60
Purchase:			
Ardent Projects	6.11	28.42	0.66
Kuber Trading	252.00	-	-

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Closing balances at the end of year			
Loans & Advances Receivable:			
Lalit Suthar	-	2.44	24.31
Pankaj Suthar	-	2.98	52.43
Expenses Payable			
Shravan Suthar	30.47	11.03	0.05
Laxmichand Suthar	3.24	-	-
Salary Payable			
Sunil Khalate	-	0.35	-
Kalpana Joshi	0.38	-	-
Sejal Solanki	0.10	-	-
Honey Bansal	1.38	-	-
Sitting Fees Payable			
Abhishek Bansal	1.07	-	-
Roxy Teniwal	1.19	-	-
Narayan Uttam Samantra	1.19	-	-
Debtors			

Ardent Projects	8.53	-	18.18
Neev Furnitech	2.33	-	-
Creditors			
Ardent Projects	-	1.58	-
Kuber Trading	7.22	-	-
Long-Term Borrowings:			
Shravan Suthar	1095.95	579.23	553.98
Laxmichand Suthar	209.79	256.55	255.05
Neev Furnitech	51.59	0.5	11.77
Laxmichand Suthar HUF	32.52	32.52	32.52
Urmila Suthar	2.47	2.46	2.48
Kuber Trading	-	-	0.89

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

For detailed information on the related party transactions executed by our Company, please refer “*Note 24*” under chapter titled “*Restated Financial Statements*” beginning on page 163 of this Prospectus.

#### **FINANCING ARRANGEMENTS**

The Promoters, members of the Promoter Group, the directors of the issuer and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

#### **WEIGHTED AVERAGE PRICE & AVERAGE COST OF ACQUISITION**

##### **Weighted average price:**

Weighted average price at which the Equity Shares were acquired by our Promoters and Promoter Selling Shareholder in the last one year: Not Applicable

##### **Average Cost of Acquisitions of Shares**

The average cost of acquisition per Equity Share by our Promoters and Promoter Selling Shareholder is set forth in the table below:

<b>Sr No</b>	<b>Name of Promoter/ Promoter Selling Shareholder</b>	<b>No. of Equity Shares</b>	<b>Average cost of Acquisition Price* (in ₹ per equity share)</b>
1.	Shravan Suthar	83,01,399	11.18
2.	Lalit Suthar	18,13,129	7.44

*\*As certified by N K Mittal & Associates, Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated June 21, 2024.*

#### **ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR**

Details of equity shares for consideration other than cash issued during the last one year is mentioned below, for further details please see Chapter titled “*Capital Structure*” on page 71 of this Prospectus: Not Applicable

#### **DETAILS OF PRE-ISSUE PLACEMENT**

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus until the listing of the Equity Shares.

**SPLIT / CONSOLIDATION**

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Prospectus except as mentioned in the Chapter titled "*Capital Structure*" on page 71 of this Prospectus.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAW, IF ANY, GRANTED BY SEBI**

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Prospectus.



## SECTION III – RISK FACTORS

*An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statements” beginning on pages 114, 103, 166 and 163, respectively, of this Prospectus, as well as the other financial and statistical and other information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of our Company and our business and the terms of the Offer including the merits and risks involved.*

*Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.*

*This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer 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 particular consequences to you of an investment in our Equity Shares.*

### **Materiality**

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

- *Some events may have material impact qualitatively & quantitatively;*
- *Some events may not be material individually but may be found material collectively; and*
- *Some events may not be material at present but may be having material impact in future.*

### **Internal Risk Factors**

- 1. We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers and any failure to continue our existing arrangements could adversely affect our business and results of operations.***

Our sales are concentrated to a few customers with our top 10 customers contributing 77.86%, 71.24% and 70.97% respectively, of our revenues during the Fiscal 2024, 2023 and 2022, respectively. However, there is no direct/ indirect relationship between such entities and our Company, our Promoters, Directors, and Promoter Group members. We presently do not have any long-term or exclusive arrangements with any of our customers and we cannot assure you that we will be able to sell the quantities we have historically supplied to such customers. In the event our competitors’ products offer better margins to such customers, there can be no assurance that our customers will continue to place orders with us. Most of our transactions with our customers are typically on a purchase order basis without any commitment for a fixed volume of business. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all. Further, our customers could change their business practices or seek to modify the terms that we have customarily followed with them, including in relation to their payment terms. While we negotiate product prices and payment

terms with our customers, in the event our customers alter their requirements, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. In addition, our customers may also cancel purchase orders at short notice or without notice, which could have an impact on our inventory management. In the event of frequent cancellations of purchase orders, the same could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Although our Company maintains long-term relationship with our major customers, there can be no assurance that we will continue to maintain such relationship with our customers. Further, in the event our customers experience any delays in placing orders with us, or if they prefer to buy the products of our competitors, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. Our inability to maintain our existing customer network could have a negative impact on our sales, business growth prospects, result in slowdown of operation, financial conditions and cash flows.

**2. *We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations and financial condition.***

Our purchases are concentrated to a few suppliers with our top 10 supplier contributing 86.18%, 84.30% and 83.50% respectively, of our purchases during the Fiscal 2024, 2023 and 2022, respectively. Production quantity and cost of our products are dependent on our ability to source raw materials and packaging materials at acceptable prices and maintain a stable and sufficient supply of our major raw materials. Our key raw materials include Acrylic Resin and Aluminium Hydroxide etc. We procure majority of raw material from import and local suppliers with whom we have no formal arrangements. There can be no assurance that we will be able to procure all of our future raw material requirements at commercially viable prices. Furthermore, in the event that such suppliers discontinue their supply to us or if we are unable to source quality raw material from other suppliers at competitive prices, we may not be able to meet our production and sales targets. Interruption of, or a shortage in the supply of, raw material may result in our inability to operate our production facilities at optimal capacities or at all, leading to a decline in production and sales. An inability to procure sufficient quality raw material at reasonable cost, or an inability to pass on any increases in the price of raw material to our customers could adversely affect our business, results of operations and financial condition.

**3. *Under-utilization of our production capacities could have an adverse effect on our business, future prospects and future financial performance.***

As of March 2024, we are operating (double shift) out of one Unit in Moti Tambadi Dist. Valsad, near Vapi, Gujarat with an aggregate working shed/Machinery Hall and flooring plinth area of 2247 sq. mtr out of total area of approx. 4950 sq. mtrs. Our total production capacity is 2,40,000 sheets per year for top surfaces. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand-supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance.

In Fiscals 2024, 2023 and 2022, our overall capacity utilization was 71.97%, 89.17% and 78.19% respectively. For further information, see “*Our Business – Capacity and Capacity Utilization*” on page 114 of this Prospectus. These rates are not indicative of future capacity utilization rates, which are dependent on various factors, including demand for our products, availability of raw materials, shipping cost, our ability to manage our inventory and improving operational efficiency. Under-utilization of our production capacities over extended periods or significant under-utilization in the short-term could materially and adversely impact our business, growth prospects and future financial performance.

**4. *The majority of our operative income is derived from the domestic market and any adverse developments in this market could adversely affect our business.***

Set forth below is the bifurcation of our revenue from operations for the periods indicated:

<b>Fiscal</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Domestic	95.51%	96.98%	96.75%
Exports	4.49%	3.02%	3.25%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

We have historically derived majority of our revenues from sales in the domestic market. In Financial Year 2023-24, the revenue generated from sales in domestic market represented 95.51 % of our revenue from sales.

Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the central, state or local government in India could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows.

**5. We do not enter into long-term arrangements with our distributors and any failure to continue our existing arrangements could negatively affect our business and results of operations.**

Set forth below is the bifurcation of our revenue from operations for the periods indicated:

Particulars	2023-24	2022-23	2021-22
Distributors	64.89%	67.12%	70.31%
Direct Customers	35.11%	32.88%	29.69%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

We majority sell all our products through our distributor network. We presently do not have any long-term or exclusive arrangements with any of our distributors and we cannot assure you that we will be able to sell the quantities we have historically supplied to such distributors. In the event our competitors' products offer better margins to such distributors or otherwise incentivizes them, there can be no assurance that our distributors will continue to promote our products or place orders with us. Most of our transactions with our distributors are typically on a purchase order basis without any commitment for a fixed volume of business. There can also be no assurance that our distributors will renew their arrangements with us on current or similar terms, or at all. Further, our distributors could change their business practices or seek to modify the terms that we have customarily followed with them, including in relation to their payment terms. While we negotiate product prices and payment terms with our distributors, in the event our distributors alter their requirements, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows. In addition, our distributors may also cancel purchase orders at short notice or without notice, which could have an impact on our inventory management. Termination of any of the above-mentioned arrangements or frequent cancellation of purchase orders could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

**6. Our Company, its Promoters and our Directors are party to certain legal proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.**

As on the date of filing this Prospectus, there are outstanding legal proceedings initiated by or against our Company, Promoters and Directors that are incidental to our business and operation. A summary of outstanding litigation proceedings involving our Company, Promoters and Directors as on the date of this Prospectus is provided below:

Sr. No.	Outstanding Litigations	No. of Outstanding Matters	Financial implications to the extent quantifiable (Amount in Lakhs)
1.	<b>Case against our Company</b>		
	<i>Criminal proceedings</i>	-	-
	<i>Action by regulatory/statutory authorities</i>	-	-
	<i>Tax proceedings</i>	13**	1,703.83*
	<i>Material civil litigation</i>	1	58.44##
	<i>Other Matters</i>	-	-
	<b>Total</b>	14	1,762.27
2.	<b>Cases by our Company</b>		
	<i>Material Civil Proceedings</i>	-	-
	<i>Criminal Proceedings</i>	1#	-
	<b>Total</b>	1	-
3.	<b>Case against our Subsidiaries/Group</b>		

Sr. No.	Outstanding Litigations	No. of Outstanding Matters	Financial implications to the extent quantifiable (Amount in Lakhs)
	<b>Companies</b>		
	<i>Criminal proceedings</i>	-	-
	<i>Action by regulatory/statutory authorities</i>	-	-
	<i>Tax proceedings</i>	-	-
	<i>Material civil litigation</i>	-	-
	<i>Other Matters</i>	-	-
	<b>Total</b>	-	-
4.	<b>Cases by our Subsidiaries/Group Companies</b>		
	<i>Material Civil Proceedings</i>	-	-
	<i>Criminal Proceedings</i>	-	-
	<b>Total</b>	-	-
5.	<b>Cases against our Promoters</b>		
	<i>Criminal proceedings</i>	-	-
	<i>Action by regulatory/statutory authorities</i>	-	-
	<i>Tax proceedings</i>	-	-
	<i>Material civil litigation</i>	-	-
	<i>Other Matters</i>	-	-
	<b>Total</b>	-	-
6.	<b>Cases by our Promoters</b>		
	<i>Material Civil Proceedings</i>	-	-
	<i>Criminal Proceedings</i>	-	-
	<b>Total</b>	-	-
7.	<b>Cases against our Directors</b>		
	<i>Criminal proceedings</i>	-	-
	<i>Action by regulatory/statutory authorities</i>	-	-
	<i>Tax proceedings</i>	-	-
	<i>Material civil litigation</i>	-	-
	<i>Other Matters</i>	-	-
	<b>Total</b>	-	-
8.	<b>Cases by our Directors</b>		
	<i>Material Civil Proceedings</i>	-	-
	<i>Criminal Proceedings</i>	-	-
	<b>Total</b>	-	-

\*Interest amount and such other charges/amounts may be added on continuous basis as per the provision of Income Tax Act, 1961.

^the Company has approached the opposite party for settlement for which settlement discussion has commenced. The opposite party has in-principally agreed to the full and final amount offered by the Company for settlement. The Company shall take appropriate steps with the opposite party to formalize and give effect to such settlement terms as may be agreed between the Company and the opposite party.

#the case has been settled as the Company has received full and final payment as claimed in the said case. Since the case is pending, a disclosure has been made for abundant precaution and the Company is in process of taking steps for withdrawal of the said case.

##rate of Exchange as at June 10, 2024: 1 USD = Rs.83.49/-(www.rbi.org.in)

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Prospectus. We cannot assure you that these proceedings will be decided in favour of our Company, Promoters or our Directors, as the case may be. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on our reputation, business and financial condition. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour laws, personal injury and property damage, etc.

Furthermore, if we get involved in disputes with third parties in the course of our operations such as suppliers, customers and sub-contractors, the same may lead to legal or other proceedings and may result in substantial costs, delays in our development and operation schedule, and the diversion of resources and management's attention, regardless of the outcome. We may also have disagreements with regulatory authorities in the course of our operations, which may subject us to legal proceedings and unfavourable decisions that may result in penalties or delay or disrupt our development and operations.

**7. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition**

Our contingent liability as on March 31, 2024, is as mentioned below. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected.

a) We have imported Plant & Machinery under EPCG Scheme for which we have legal obligation to export goods within Six year from date of licenses, the details of licenses are as follows:

*(₹ in lakhs)*

Sr No	Date of Issue of License	License No	Amount of Goods to be Exported	Amount of duty to be paid
1	28-10-2016	0330045650	2811.23	488.03
2	19-01-2017	0330046241	18.21	3.20
3	08-06-2017	0330047328	493.00	82.49
	<b>TOTAL</b>		<b>3322.44</b>	<b>573.72</b>

If we are not able to comply with this export obligation then we shall be liable to pay custom duty of ₹ 573.72 lakhs.

We have taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹ 73.69 lakhs to obtain this Bank Guarantee we have offered fixed deposit with PNB to the tune of ₹ 18.43 lakhs.

We have requested to Directorate General of Foreign Trade (DGFT) for extension through letters dated August 23, 2023 to comply with the EPCG scheme requirement. Further, we have considered it as a contingent liability and the same has been suitably disclosed in the Restated Financial Statements.

As this contingent liability is not materialized, impact for the same has not been provided in the Restated Financials Statements.

We have made a request to the Additional Director General of Foreign Trade for an extension as mentioned above to meet the requisite requirement of availed benefits. However, till the date of this letter we have not received any communication in this regard from the DGFT. In view of the above, there is no non-compliance with the scheme / applicable laws.

b) We have imported Raw Material under Advance Licenses Scheme and are under a legal obligation to export goods within Eighteen Months from the date of license, however we were unable to fulfil these export obligations, hence we have made an application to the concerned authority to extent time period to enable it to fulfil the export obligations. This application is not yet decided upon by the concern authority. The details of aforesaid advanced licenses are as follows:

*(₹ in lakhs)*

Sr No	Date of issue of License	License No.	Amount of Goods to be exported	Amount of duty to be paid
1	10-04-2017	0310812402	159.36	42.44
2	27-07-2017	0310814878	462.00	114.72
	<b>TOTAL</b>		<b>621.36</b>	<b>157.16</b>

If we are not able to comply with this export obligation then we shall be liable to pay custom duty of ₹ 157.16 lakhs.

We have taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹ 32.72 lakhs to obtain this Bank Guarantee we have provided fixed deposit with PNB to the tune of ₹ 10.33 lakhs as collateral security.

c) We have not taken any Group Gratuity Policy or made any provision for likely Gratuity Liabilities which may arise in future.

For more information, regarding our contingent liabilities, please refer “Annexure IV” in chapter titled “Financial Information of the Company” beginning on page 166 of this Prospectus.

**8. *We may not be able to identify or effectively respond to evolving preferences, expectations or trends in a timely manner and a failure to derive the desired benefits from our product development efforts may impact our competitiveness and profitability.***

The success of our business depends in part on our ability to anticipate, identify and respond promptly to evolving trends in demographics and preferences, customer expectations, needs and demands, and develop new products to meet these requirements. Our success is dependent on our ability to identify and respond to the economic, social, and other trends that affect demographic and end- customer preferences in a variety of our solid surface stones categories.

We cannot assure you that our future product development initiatives will be successful or be completed within the anticipated period or budget, or that our newly developed or improvised products will achieve wide market acceptance from our customers. Even if these products have been successfully developed, there is no guarantee that they will be accepted by our customers and achieve anticipated sales targets in a profitable manner, which may affect our ability to grow our network of customers and gain market share. In addition, there can be no guarantee that the time and effort that we spend in developing these products would be beneficial to our Company. This could also adversely affect our ability to pursue our growth strategy of continuing to develop niche and products to grow our market share. Further, we cannot assure you that our existing or potential competitors will not develop products that are similar or superior to our products. It is often difficult to estimate the time to market new products and there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the development of such product. If we fail in our product launching efforts, our business, prospects, financial condition, results of operations and cash flows may be materially and adversely affected.

We must, on a regular basis, keep pace with the preferences and quality requirements of our customers, invest continuously in new technology and processes to provide products having the desired qualities and characteristics, and continually monitor and adapt to the changing market demand. An unanticipated change in customer demand and any sudden change in Government regulations may adversely affect our liquidity and financial condition.

**9. *Our Manufacturing Facility is located in Vapi, Gujarat and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in Gujarat or any disruption in production at, or shutdown of, our manufacturing unit could have material adverse effect on our business and financial condition.***

We currently operate from one Manufacturing Facility situated on leasehold basis at Moti tambadi, Dist. Valsad, Vapi, Gujarat. Any significant social, political or economic disruption or natural calamities or civil disruptions in this region or changes in the policies of these states or local governments could require us to incur significant capital expenditure and change our business strategy. Our business is dependent upon our ability to manage our manufacturing, which are subject to various operating risks, including political instability, productivity of our workforce, compliance with regulatory requirements, difficulties with production costs and yields, product quality and those beyond our control, such as the breakdown and failure of equipment or industrial accidents, disruption in electrical power or water resources, severe weather conditions, natural disasters and an outbreak of pandemic such as COVID-19. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Moreover, some of our products are permitted to be manufactured at only such facility which has received specific approvals, and any shutdown of such facility will result in us being unable to manufacture a product for the duration of such shutdown. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our customers’ requirements and lead to loss of revenue to us and our customers.

Although we have not experienced any strikes or labor unrest in the past, we cannot assure you that we will not experience disruptions in work in the future due to disputes or other problems with our work force. Any labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business, results of operations, financial condition and cash flows.

**10. *We have not received consents and information pertaining to certain Promoter Group members which are required to be disclose in relation to the promoter Group in this Prospectus. Therefore, the disclosure made in this Prospectus are limited to the information available in the public domain.***

Our company has sought to comply with SEBI ICDR Regulations by requesting relevant information and confirmations from the members of the Promoter Group, including Achalchandji Farsaji Suthar, Sukhi Achalchandji Suthar, Bharat Achalchandji Suthar, Chandan Achalchandji Suthar, Vikram Achalchandji Suthar, Fulvanti Achalchand Suthar, and Harish Achalchandji Suthar, as identified in our letter dated April 7, 2023. The purpose of these requests was to gather the required details as Promoter Group members and also to identify any other entities, body corporates, firms, or HUFs of interest that may qualify as part of our company's Promoter Group.

To comply with SEBI ICDR Regulations, we have subsequently reminder letters dated, April 14, 2023, and April 21, 2023, but we have not received any response from the aforementioned immediate relatives. Consequently, the necessary information and confirmations mandated by SEBI ICDR Regulations pertaining to these immediate relatives and their associated entities as Promoter Group members remain unavailable to our company.

In compliance with Regulations, we submitted an application to SEBI on August 23, 2023, under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking an exemption from the identification and disclosure of the aforementioned immediate relatives of one of our Promoter and other related entities/body corporate/firms/HUFs in which they have an interest. However, SEBI, through its letter dated September 12, 2023, directed our company to include these immediate relatives as part of the Promoter Group members and their connected entities and make the disclosures of information available in the public domain.

To adhere to SEBI ICDR Regulations in light of the lack of response from Promoter Group members, we have incorporated details in this Prospectus based on publicly available information from select government authorities and public databases. Nevertheless, it is possible that our company may not have identified all entities comprising our company's Promoter Group or included disclosures in this Prospectus that relate to factual confirmations required in relation to Promoter Group members. This limitation is primarily due to no response of immediate relatives of the Promoter to furnish information regarding themselves or their associated entities.

As a result, the disclosures pertaining to the Promoter Group members mentioned in this Prospectus may be incomplete concerning the SEBI ICDR Regulations. Investors refer to the section titled "*Our Promoters and Promoter Group*" on page 156 of this Prospectus for further details. We emphasize that investors should conduct an independent examination of our Promoter Group and not solely rely on the information provided in this Prospectus when making investment decisions. Your investment decisions should be well-informed and not based solely on the limited information presented in this document.

**11. *Our ability to grow our business depends on our relationships with our distributors and the community of appliers and any adverse changes in these relationships, or our inability to enter into new relationships and thereby expand our distribution network, could negatively affect our business and results of operations.***

Our business is dependent on the decisions and actions of our distributors which is determined by our ability to maintain and strengthen our relationships and arrangements with existing distributors as well as our ability to establish and maintain relationships with new distributors. In addition, as distributors and end-customers are also influenced by appliers, our business is also dependent on the relationships we share with the community of appliers. Our relationship with our distributors and appliers is dependent to a large extent on our ability to regularly meet their requirements, including by introducing products with greater marketability, price competitiveness, efficient and timely product deliveries, and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected distributors and appliers. In addition, failure to provide distributors with sufficient inventories of our products may result in lesser sales of our products compared to the demand. There are also a number of factors relating to our distributors and appliers beyond our control that might result in the termination of our arrangement or the loss of a distributor or applier relationship, including change in preferences of our distributors or appliers as well as a demand for price reductions. Further, the deterioration of the financial condition or business prospects of these distributors could affect their ability to maintain inventory and thus reduce demand for our products and could result in a significant decline in the revenues we derive from such distributors. Adverse changes in our relationships with our distributors and appliers, or the inability to develop new products for existing distributors or appliers or to successfully establish relationships with new distributors or appliers, could therefore limit our business prospects, which could adversely affect our financial performance.

We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor freight forwarding of our products, transportation bottlenecks, natural disasters, infectious disease outbreaks such as the COVID-19 pandemic and labour issues, which could lead to deliveries being delayed or lost, resulting in insufficient inventories at distributor outlets. If we fail to deliver products to distributors in a timely manner, or if our distributors fail to adhere to the terms of our arrangements, our business and results of operations may be adversely affected.

**12. *Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations***

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements as well as extend credit period to customers as per the industry practice, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments and hence we may need to incur additional indebtedness in the future or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions and the effect of events such as the pandemics, outbreak of wars, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner.

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations, financial condition and cash flows could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations, financial condition and cash flows. For further information on the working capital facilities currently availed of by us, please see “*Financial Indebtedness*” on page 173 of this Prospectus.

**13. *Information relating to the installed production capacity and capacity utilization of our production Units included in this Prospectus are based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed production capacity and capacity utilization of our Units included in this Prospectus are based on various assumptions and estimates of our management that have been considered by an independent chartered engineer M/s M-Tech Services LLP while calculating the installed production capacity of, and actual production volumes at, our Units. The assumptions and estimates include the standard capacity calculation practices of the solid surfaces industry after examining the period during which the Units were operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our Units included in this Prospectus or from the historical installed production capacity information of our Units depending on the product type. Accordingly, undue reliance should not be placed on our historical installed capacity information for our existing facilities included in this Prospectus.

**14. *We have incurred borrowings from commercial banks and high Debt Equity Ratio 2.78:1 which could have an adverse effect on our business an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***



We have entered into agreements with banks for short-term and long-term borrowings. These borrowings include secured fund based and non-fund-based facilities. As of March 31, 2024, we had total borrowings (consisting of borrowings under non-current liabilities, current maturities of long-term debts and borrowings under current liabilities) of ₹ 6,070.71 lakhs, which comprises of secured loans from banks and vehicle loans. Further, as on March 31, 2024, the Debt Equity ratio of our Company is 2.78, which indicate the high level of indebtedness in comparison to shareholders' equity. Debt encompasses both working capital and term loans, leading to increased financial leverage. This heightened leverage can amplify the impact of adverse economic conditions and operational challenges. A substantial debt burden results in higher borrowing costs, consequently impacting profitability and cash flows. Furthermore, this high Debt Equity ratio could potentially limit the Company's ability to pursue strategic initiatives, make necessary investments, or respond effectively to market changes. The Company's Debt Equity ratio for the financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 are 2.78, 2.21, 3.04 respectively. The financing agreements that we have entered into for availing the secured loans contain negative covenants, including for availing fresh credit facility, giving fresh loans and advances, issuing corporate guarantee, etc. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans.

Further, we are required to, amongst other obligations, comply with certain financial covenants including maintaining the prescribed inventory margins, insurance covers on the hypothecated properties and lien creation. Our hypothecated assets comprise of our stock of raw materials, semi-finished and finished goods, consumable stores and spares and such other movable current assets including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. We have also mortgaged our immovable assets in favour of the bank to secure the aforesaid facilities. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. Any fluctuations in the interest rates may directly impact the interest costs of such loans and affect our business, financial condition, results of operations and prospects. Our ability to make repayments and refinance our indebtedness will depend on our continued ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service our debt. For further information, please see "*Financial Indebtedness*" beginning on page 173 of this Prospectus.

**15. *We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.***

Our success depends on the supply and transport of the various raw materials required for our Unit and of our finished products from our Unit to our customers, which are subject to various uncertainties and risks. We rely on third-party freight and transportation providers for the delivery of our products to customers with whom we have no formal arrangement, to provide rail, road and other transportation facilities. We also depend on sea borne freight in respect of import and export operations. Such transportation providers are arranged on an as-needed basis. We maintain marine cargo open insurance policy to cover any damage to our products during transit. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, we undertake our import/ export facility majorly from JNPT port situated in Gujarat and are therefore heavily dependent on the smooth functioning of the JNPT port for our export activities. Also, we are situated far away from the port which increases the transportation cost and time required to complete any order. Further to the transportation cost, it also increases the insurance cost and the risk faced in conveyance to and from the ports to our Unit.

Raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. Our average stock of finished goods for the Fiscals 2024, 2023 and 2022 was ₹ 2,521.71 Lakhs, ₹ 2,156.99 Lakhs and ₹ 1,692.67 Lakhs respectively and raw material and consumables for the Fiscals 2024, 2023 and 2022 was ₹ 1,573.13 Lakhs, ₹ 820.57 Lakhs and ₹ 453.74 Lakhs respectively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet customer orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations and cash flows. Any compensation received from third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and the goodwill of the Company in the market.

**16. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our company's net working capital consisted of ₹ 6,137.30, ₹ 3,395.61 lakhs, ₹ 2,998.97 lakhs for the financial year ended 2024, 2023 and 2022 respectively. The net working capital requirement for the financial year 2025 and 2026 are projected to be ₹ 7,138.0 lakhs and ₹ 7,958.45 lakhs respectively. A significant portion of our working capital is utilized towards inventories, trade receivables and trade payables. Summary of our working capital position is given below:

(₹ in lakhs)					
Particulars	FY 2022	FY 2023	FY 2024	FY25E	FY26E
<b>Current Assets</b>					
Inventories	3,016.54	3,848.21	4,930.31	4,675.03	4,992.08
Trade Receivables	1,616.25	1,587.26	3,008.77	3,024.49	3,390.54
Cash and Cash Equivalents	102.99	98.10	122.60	10.41	12.50
Short Term Loans and Advances	0.00	0.00	0.00	0.00	0.00
Other Current Assets	162.19	119.74	320.79	123.64	155.57
<b>Total Current Assets(A)</b>	<b>4,897.98</b>	<b>5,653.31</b>	<b>8,382.47</b>	<b>7,833.57</b>	<b>8,550.69</b>
<b>Current Liabilities</b>					
Trade Payables	1,783.71	2,082.10	2,141.07	621.88	460.00
Other Current Liabilities	94.41	175.60	92.79	73.60	132.24
Short Term Provisions	20.88	0.00	11.32	0.00	0.00
<b>Total Current Liabilities(B)</b>	<b>1,899.01</b>	<b>2,257.70</b>	<b>2,245.18</b>	<b>695.48</b>	<b>592.24</b>
<b>Net Working Capital (A-B)</b>	<b>2,998.97</b>	<b>3,395.61</b>	<b>6,137.30</b>	<b>7,138.09</b>	<b>7,958.45</b>
<b>Sources of Funds</b>					
<b>Borrowings and Internal Accrual</b>	2998.97	3395.61	6137.30	6188.09	7158.45
<b>Amount proposed to be utilized from Net Proceeds.</b>	NA	NA	NA	950.00	800.00

We operate in a working capital-intensive industry therefore our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled "Objects of the Offer" beginning on page 87 of this Prospectus.

**17. Our Company has reported certain negative cash flows from its operating activities on the basis of Restated Financial Statements, details of which are given below. Sustained negative cash flow could impact our growth and business in the future.**

Our Company had reported certain negative cash flows from its operating activities in the previous financial period as per the Restated Financial Statements and the same are summarized as under:

Particulars	For the financial year ended		
	2024	2023	2022
Net Cash from Operating Activities	(1,660.47)	382.70	157.13

For further information on our negative net cash flows, see "Financial Statements" on page 171. We cannot assure you that our net cash flows will be positive in the future. Negative cash flows in the future could adversely affect our business, financial condition and results of operations.

**18. We are subject to government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, results of operations and cash flows may be adversely affected.**

We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals, generally for carrying out our business. In addition, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. Obtaining licenses, registrations, permits and approvals or their renewals are time consuming processes and are subject to frequent

delays. We have obtained licenses, registrations, permits and approvals from the relevant authorities and are renewing such statutory approvals periodically for our business.

Further, pursuant to our recent conversion after complying with the relevant and the applicable provisions and procedures of Companies Act, 2013, the name of our company has changed. Many of the Licenses and approvals are in the old name, the same are required to be updated / changed with various government / semi government authorities and various organizations. We are in the process of taking necessary steps for transferring the approvals in the new name of our Company. There can be no assurance that the relevant authorities will renew or issue any of such permits or approvals in the timeframe anticipated by us or at all. Any failure to apply for and obtain the required approvals, licenses, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and future prospects of the Company. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to the same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

Further, our Company is yet to make applications to obtain certain registrations, approvals, and licenses before the relevant authorities. The registrations, approvals, and licenses is mandatorily required as stipulated by the law of the respective state. The applications for the said licenses will be made accordingly in due course by our Company. For further details regarding the material approvals, licenses, registrations and permits, please see “*Government and other Key approvals*” on page 183 of this Prospectus.

**19. *There have been some instances of delays in filing of statutory and regulatory dues in the past with the various government authorities.***

In the past, there have been certain instances of delays in filing statutory and regulatory dues with respect to Employees Provident Fund (EPF) and Goods and Service Tax (GST). These delays were majorly due to public holidays, approver travelling for business meetings or the COVID-19 pandemic, which led to lockdown and limited availability of manpower. As a result, the Company has filed returns and payment with delay penalty. The delay in filing the Employee Provident Fund (EPF) is a result of our consultant's negligence. Additionally, we have experienced delays in filing GST returns and payments due to a combination of factors, including our client payment policy and technical glitches on the GST portal. However, The Board of Directors of our Company has taken note of these delays in fulfilling our statutory and regulatory obligations and has taken decisive action by initiating verbal reprimand to the consultant, which has resulted in reduction of instances of delay. However, there can be no assurance that delays or defaults with respect to payment of statutory and regulatory dues will not occur in the future, which in turn may affect our reputation and financial results.

**20. *Our inability to collect receivables from our customers or default in payment by them could result in the reduction of our profits and affect our cash flows.***

Our operations involve extending credit for extended periods of time to our customers in respect of our products and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with our customers. While we have not adopted any credit policy, we typically operate on pre-sanctioned credit limits with customers and cannot guarantee that our customers will not default on their payments. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. Our inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows. In the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, our trade receivables were 3,008.77 lakhs, ₹ 1,587.26 lakhs, and ₹ 1,616.25 lakhs respectively, which represented 33.15%, 23.78%, and 34.13% of our revenues from operations for such periods, respectively. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy of our customers and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements or default on their payment obligations to us. An increase in bad debts in future or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased financing costs, thereby adversely affecting our results of operations and cash flows.

**21. A significant portion of our domestic sales are derived from the western zone and any adverse developments in this market could adversely affect our business.**

Set forth below is certain information on our geography-wise domestic revenue from operations for the periods indicated:

<b>Zone</b>	<b>FY 2024</b>	<b>FY 2023</b>	<b>FY 2022</b>
East	9.92%	1.07%	2.87%
North	7.80%	5.76%	8.62%
South	4.79%	11.14%	7.51%
West	73.01%	79.02%	77.75%
<b>Total</b>	<b>95.51%</b>	<b>96.98%</b>	<b>96.75%</b>

We have historically derived a significant portion of our revenue from sales in the west zone. In the Fiscal 2024, 2023 and 2022 the revenue generated from sales in western zone represented 73.01%, 79.02%, and 77.75% respectively of our revenue from operations. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in this region could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

**22. There have been instances in the past where we have not made certain regulatory filings with the RoC and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company.**

In the past, there have been certain instances of delays in filing statutory form such as AOC-4, DIR-12 and PAS-3, as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC. Also, there have been instances of factual as well as discrepancies in the Increase of Authorized Capital and corresponding secretarial records filed by the company. In one of the SH-7 forms filed by the company on November 21, 2022, the direct increase of authorized share capital from ₹10,00,00,000 to ₹ 20,00,00,000 was recorded, omitting the filing of the authorized share capital-related form dated March 02, 2020, and November 21, 2022. The resolution passed on March 02, 2020, pertained to the subdivision of preference shares from a face value of ₹1000 to ₹10, while the resolution passed on November 21, 2022, was for the reclassification of preference share capital into equity share capital. To rectify this error, the company filed a Compounding application in form GNL-1, which is currently pending before the regional director at the Registrar of Companies (RoC), Mumbai.

Furthermore, in the e-forms MGT-7, there was a clerical error in specifying the authorized share capital for the financial years 2019-20 and 2021-22. However, the company has refiled form MGT-7 for both the years with correct data. Also, in form MGT-14, there was an error of mentioning date of meetings. However, the company has refiled form MGT-14 with correct dates and clarification letter. The Board of Directors acknowledged these discrepancies found in the statutory forms, accompanied by the appropriate additional fee. It is important to note that these clerical errors were not substantial in nature, and no show-cause notice pertaining to the above has been received by the company from the concerned Registrar of Companies (RoC) till date.

While no regulatory action or penalty has been imposed on the company for these delays or defaults, it is important to highlight that we cannot guarantee that no such regulatory action or penalty will be levied in the future. Consequently, if the concerned regulatory authorities impose monetary penalties or take punitive actions against our company or its directors/officers in relation to these matters, it could adversely impact our business and financial condition.

**23. We have entered into and may continue to enter into related party transactions and there can be no assurance that such transactions have been on favourable terms.**

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For further information, see “Financial Statements – Note 23 “Related Party Transactions” on page 163 of this Prospectus. The related party transaction for the Fiscals 2024, 2023 and 2022 includes borrowings received/repaid and there are no advances received/repaid from related parties. We cannot assure you that we will receive similar terms in our related party transactions in the future. While we believe that all such related party transactions that we have entered into in last three fiscals are legitimate business transactions conducted on an arms’ length basis, in compliance with the requirements stipulated in Companies Act, 2013, and relevant Accounting Standards and other statutory compliances, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Prospectus and, also see the section Related Party Transactions in the Chapter titled “Financial Information” of the Company beginning on page 163 of this Prospectus.

**24. *Our funds requirements are based on internal management estimates, wherever possible, and have not been appraised by any bank or financial institution. Any increase in the actual deployment of funds may cause an additional burden on our finance plans. We have not entered into definitive agreements to utilize our Offer proceeds.***

The fund requirement mentioned as a part of the Objects of the Offer is based on internal management estimates, wherever possible, and has not been appraised by any bank or financial institution or any external agency. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, etc. With increase in costs, our actual deployment of funds may exceed our estimates and may cause us an additional burden on our finance plans. As on the date of this Prospectus, we have not entered into any definitive agreements for implementing the Objects of the Offer.

**25. *Our Company has presently applied for renewal of trademark registration for those trademarks whose registration has expired due to efflux of time and under which we currently operate and if third parties infringe the trademark, logo and intellectual property that we use, our business and reputation would be adversely affected.***

Our Company has applied for the renewal of various trademark registrations for those trademarks whose registration has expired due to the efflux of time in relation to our Company and our products. The details of application for renewal of trademark registration made by our Company have been specifically provided in this Prospectus. For further details, please see “Government and Other Key Approvals” beginning on page 183 of this Prospectus.

With respect to our trademarks that have been applied for and/or are pending for renewal of registration, we cannot assure you that we will be successful in obtaining the same within a reasonable period of time due to unforeseen reasons. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this renewal of registration is granted. We cannot guarantee that any of our registered or unregistered intellectual property rights or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.

While we endeavor to ensure that we comply with our intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company, pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

**26. *There may be potential conflict of interests related to business of our company between our Company and other entities promoted by our directors or Promoter Group Members/ Entities.***

Our Company is engaged in the business of solid surfaces including Kuber trading Co., SDC Enterprise, Ardent Projects, Shravan Design Co., Shravan L Suthar HUF, Lalit Laxmichand Suthar HUF, Neev Furnitech which are engaged in similar line of business. However, the Company does not have business related transaction with Lalit Laxmichand Suthar HUF. Further, we have not executed any Non-Compete Agreement with our Directors or Promoter Group Members/ Entities to not to engage in businesses similar to that of our Company.

As a result, conflicts of interests may arise in the future in allocating business opportunities amongst our Company, Promoter Group Members/ Entities in such circumstances where our respective interests diverge. There can be no assurance that our Directors/Promoter/Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any future conflicts could have a material adverse effect on our business, results of operations and financial condition.

**27. *Our success is dependent on our management team, key managerial personnel and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our key personnel may have an adverse effect on our business prospects.***

Our management team, key managerial personnel and skilled manpower have significantly contributed to the growth of our business, and our future success is dependent on their continued services. An inability to retain any key personnel may have an adverse effect on our business operations. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow our operations. In the future, we may also not be able to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects. For further details, please refer chapter titled “Our Promoter and Promoter Group” and “Our Management” beginning on page 155 & 143 of this Prospectus.

**28. *Inability to meet the quality standard norms prescribed by the central and state governments could result in the sales of our products being banned or suspended or becoming subject to significant compliance costs, which could have a material adverse effect on our business growth and prospects, results of operations, financial condition, and cash flows.***

The quality of the products being manufactured by us is open to independent verification by agencies of the central and state governments, or various other regulatory authorities. Regulatory authorities including authorities under the Legal Metrology Act, 2009, may carry out inspection of our premises, plant, equipment, machinery, manufacturing or other processes and sample checks on any material or substance in relation to our product at short notice or without notice. The government authorities could impose fines or issue us show cause notices if the samples are not in conformity with the prescribed quality norms. Failure on our part to adhere to the quality norms prescribed by the government agencies could lead to recall of those batches and/ or the products in the relevant state, or we may be liable to pay a penalty. Any such order passed by the governmental authorities could generate adverse publicity about our Company and our products, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows.

**29. *Stringent environmental, health and safety laws and regulations or stringent enforcement of existing environmental, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.***

Our operations are subject to environmental, health and safety and other regulatory and/ or statutory requirements in the jurisdictions in which we operate. We are subject to various national, state, municipal and local laws and regulations concerning environmental protection in India. Non-compliance with these laws and regulations could expose us to civil penalties, criminal sanctions and revocation of key business licenses. Environmental laws and regulations in India are becoming more stringent and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment and emissions management.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations, financial condition, or cash flows. In addition, we could incur substantial costs, our products could be restricted from entering certain markets and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

**30. *Our manufacturing activities are dependent on the delivery of adequate and uninterrupted supply of electrical power at a reasonable cost. Any shortage or any prolonged interruption or increase in the cost of power could adversely affect our business, result of operations, financial conditions and cash flows***

Adequate and cost-effective supply of electrical power is critical to our operations. We have our manufacturing facility in Vapi, Gujarat which depends on the delivery of an adequate supply of electrical power. We rely upon diesel generator sets to ensure continuity of operations in case of power outage. For further details, see “*Our Business – Manufacturing Facility*” on page 160 of this Prospectus. There can be no assurance that electricity supplied to our existing manufacturing facility will be sufficient to meet our requirements or that we will be able to procure adequate and uninterrupted power supply in the future at a reasonable cost. If the per unit cost of electricity is increased by the state electricity board our power cost will increase. An interruption in or limited supply of electricity may result in suspension of our manufacturing operations. A prolonged suspension in production could materially and adversely affect our business, financial condition, results of operations or cash flows.

***31. Our Company does not have any documentary evidence for the education qualifications of one of our Directors i.e. Mr. Lalit Suthar.***

Our Whole-Time Director, Lalit Suthar is unable to trace certificate of interior designing and decoration. Due to lack of certificate and relevant information from the aforementioned Director, we have disclosed details of his education qualification on the basis of affidavit letter from him, in his biographies in the chapter titled “*Our Management*” as is required under the SEBI (ICDR) Regulations, 2018. For further details, please refer to the chapter titled “*Our Management*” on page 142 of this Prospectus.

***32. Industry information included in this Prospectus has been derived from publicly available industry reports and/or websites. 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 information from various publicly available industry reports and/or websites for purposes of inclusion of such information in this Prospectus. 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.

***33. Our Promoters, Directors and Key Managerial Personnel may have interest in our Company, other than remunerations and/or reimbursement of expenses incurred.***

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered into between our Company and themselves as well as between our Company and our group entities. For further details, please refer to the chapters titled “*Our Business*” and “*Our Promoter and Promoter Group*”, beginning on page 115 and 155 respectively and the chapter titled “*Note 23 - Related Party Transactions*” under chapter titled “*Restated Financial Statements*” beginning on page 162 of this Prospectus.

***34. Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

As of the date of this Prospectus, our Promoters and Promoter Group collectively hold 81.97% of our issued and outstanding equity share capital. Post the Offer, our Promoters and Promoter Group will continue to hold 60.36% of our issued and outstanding Equity Share capital. By virtue of their shareholding, our Promoters and Promoter Group will have the ability to exercise significant control and influence over our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger, amalgamation or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters and Promoter Group may be different from or conflict with the interests of our other shareholders and their influence may result in change of our management or in our control, even if such a transaction may not be beneficial to our other shareholders.

**35. We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.**

Our industry is labour intensive. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of March 31, 2024, we employed about 69 employees across our Unit and registered office. We do not have any trade union registered under the Trade Unions Act, 1962. In the past three years, we have not experienced any labour dispute. We do not have any formal policy for redressal of labour disputes. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lockouts, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

**36. Our inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition and cash flows.**

Our business depends on our estimate of the demand for our products from customers. We estimate demand for our products based on past sales and advance purchase order. If we overestimate demand, we may purchase more raw materials and manufacture more products than required. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in delayed or non-fulfilment of purchase orders resulting in loss of customers, goodwill and business. In addition, if our products do not achieve widespread acceptance or our customers, change their procurement preferences, we may be required to incur significant inventory markdowns or may not be able to sell the products at all, which would affect our business, results of operations and financial condition. As such, our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

**37. We may be subject to significant risks and hazards when operating and maintaining our Units, for which our insurance coverage might not be adequate.**

We operate from one Unit in India. We generally perform scheduled and unscheduled maintenance and operating and other asset management services. Manufacturing top solid surfaces involves handling of certain very heavy material which, if not handled properly, can be dangerous. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse and machinery failure are inherent risks in our operations. They can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and may result in the suspension of operations. The occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/ or penalties.

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles and policy covering damage to finished goods in transit. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. However, we cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Our total insurance cover for property, plant and equipment, and inventory, as of March 31, 2024, March 31, 2023, and March 31, 2022, was 14,533.06 Lakhs, ₹ 6,678.14 Lakhs, and ₹ 6,678.14 Lakhs, respectively, which was 209.00%, 115.49%, and 128.93%, respectively of our net block of property, plant and equipment, and inventory. The assets covered under insurance constitute 71.90%, 87.03%, and 93.16% as of March 31, 2024, March 31, 2023, and March 31, 2022, respectively, of the total assets of our Company. There have been no instances in the past where the insurance claims have exceeded insurance cover. However, there can be no assurance that such instances will not occur in future. To the extent that we suffer loss or damage, or



successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage, or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see “Our Business-Insurance” beginning on page 114 of this Prospectus.

***38. Restrictions on import of raw materials may adversely impact our business and results of operations***

We currently import a minor portion of our raw materials. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the goods proposed to be imported may be hazardous. While the raw materials we import may not be hazardous in nature, we cannot assure you that such regulations will not be made applicable to us or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials. While we have not in the recent past experienced any challenges in importing such materials, we cannot assure you that we will not experience any such challenges in the future. In light of the COVID-19 pandemic and the war scenario in Eastern Europe, the import of raw materials could be affected in the future. In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all. Any change in law or applicable governmental policies relating to imports, change in international geo-political situations, restriction on import of raw materials could have an adverse effect on our ability to deliver products to our distributors, business and results of operations.

***39. The industry segment in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions:***

We compete in natural and engineered stone industry on the basis of the quality of our products, price, and distribution. The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, availability of raw materials, brand recognition and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the global natural and engineered stone industry as compared with us. Competitive conditions may cause us to incur lower net selling prices and reduce gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability. Also, see “Business – Competition” on page 202 of this Prospectus.

***40. Changes in technology may affect our business by making our Units or equipment less competitive.***

Our profitability and competitiveness are to a certain extent dependent on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our Units. Our inability to continue to invest in new and more advanced technologies and equipment, may result in our inability to respond to emerging industry standards and practices in a cost effective and timely manner that is competitive with other top surface manufacturing companies and other methods of manufacturing. The development and implementation of such technology entails technical and business risks. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to emerging industry standards. If we are unable to adapt in a timely manner to changing market conditions or technological changes, our business and financial performance could be adversely affected.

***41. Our Promoters has provided personal guarantee for loans availed by us. In the event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and our Company’s profitability and consequently this may impact our business, prospects, financial condition and results of operations***

Our Company has availed certain loans in the normal course of business. Our Promoters has provided personal guarantee in relation to such loans availed by our Company, for details please see “Financial Indebtedness” on page 173. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter’s ability to manage the

affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

***42. Our Company's management will have flexibility in utilizing the Net Proceeds from the Offer. The deployment of the Net Proceeds from the Offer is being monitored by the Audit Committee and not an independent monitoring agency.***

Our Company intends to primarily use the Net Proceeds towards working capital requirement and for general corporate purposes as described in "Objects of the Offer" on page 87 of this Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Offer size is not in excess of ₹100 crores. We undertake to monitor the utilisation of the issue proceed by the audit committee of the Board

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Offer and our business and financial results may suffer.

***43. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

We propose to utilize the Net Proceeds for raising funds for working capital Requirement. For further details of the proposed objects of the Offer, please refer the chapter titled "Objects of the Offer" beginning on page 87 of this Prospectus. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

***44. We have not paid any dividends in the past Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

Our ability to generate returns for Shareholders is dependent on a host of factors that impact our business and financial condition. Our Company has not paid any dividend on its Equity Shares in the past Financial Years. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits,

we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section “*Dividend Policy*” on page 162 of this Prospectus.

***45. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is determined considering various financial factors of the Company and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

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

Indian legal principles related to corporate procedures, directors’ fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive as shareholders’ rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution.

If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

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

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others.

Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

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

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates

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

***49. The requirements of being a listed company may strain our resources and distract management.***

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulation, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition, and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge, and we cannot assure you that we will be able to do so in a timely manner.

**EXTERNAL RISK FACTORS**

***50. Our Company will not receive any proceeds from the Offer for Sale portion, and the Promoter Selling Shareholder shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. Our Promoter are therefore interested in the Offer in connection with the Equity Shares offered by them in the Offer for Sale.***

The Offer includes an offer for sale of such number of Equity Shares aggregating 18,00,000 Equity shares by the Promoter Selling Shareholder. The Promoter interested in the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Promoter Selling Shareholder in proportion to their respective portions of the Offered Shares transferred pursuant to the Offer for Sale, and our Company will not receive any such proceeds. Further, except for listing fees of the Offer, which will be borne by our Company, all cost, fees and expenses (including all applicable taxes) in respect of the Offer will be shared amongst our Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholders in the Offer for Sale, upon successful completion of the Offer. See Capital Structure and Objects of the Offer on pages 71 and 87, respectively of this Prospectus.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets.

In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

**52. *Financial instability in other countries, particularly countries with emerging markets, could disrupt Indian markets and our business and cause the trading price of the Equity Shares to decrease.***

The Indian financial markets and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and in the Indian economy. Any worldwide financial instability could also have a negative effect on the Indian economy. Accordingly, any significant financial disruption could have an adverse effect on our business, financial condition, and results of operations.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business is subject to a significant number of state tax regimes and changes in legislations governing them, implementing them or the regulator enforcing them in any one of those jurisdictions could adversely affect our results of operations. The applicable categories of taxes and tax rates also vary significantly from state to state, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government or State Governments that affect our industry include GST, income tax and other taxes, duties or surcharges introduced from time to time and any adverse changes in any of the taxes levied by the Government or State Governments could adversely affect our competitive position and profitability. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

**54. *Civil unrest, acts of violence including terrorism or war involving India or other countries could materially and adversely affect the financial markets and our business.***

Any major hostilities involving India or other countries or other acts of violence, including civil unrest including acts of terrorism or similar events that are beyond our control, could have a material adverse effect on the Indian and/or global economies and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally. Such events could also potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition, and cash flows, and more generally, any of these events could lower confidence in India's economy.

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

**55. *Political instability and significant changes in Government policy could adversely affect economic conditions in India generally and our business in particular.***

Changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments in and affecting India may have an adverse effect on our results of operations.

India has a mixed economy with a large public sector and an extensively regulated private sector. The role of the Government and that of the state governments in the Indian economy and their effect on producers, consumers, service providers and regulators has remained significant over the years. Both state and central governments have, in the past, among other things, imposed controls on the prices of a broad range of goods and services, restricted the ability of businesses to expand existing capacity and reduce the number of their employees and determined the allocation to businesses of raw materials and foreign exchange. Since 1991, successive Governments have pursued policies of economic liberalization, including significantly relaxing restrictions in the private sector. Nevertheless, the role of the Government and state governments in the Indian economy as producers, consumers and regulators has remained significant. There can be no assurance that the Government's past liberalization policies or political

stability will continue in the future. Elimination or substantial change of such policies or the introduction of policies that negatively affect the security service industry could have an adverse effect on our business. Any significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and our business in particular.

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

We are not a listed company. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the Equity Listing Agreements with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

**57. *Any downgrading of India's debt rating by an international rating agency could adversely affect our business.***

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

**58. *The trading volume and market price of the Equity Shares may be volatile following the Offer.***

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- half yearly variations in our results of operations.
- results of operations that vary from the expectations of securities analysts and investors.
- results of operations that vary from those of our competitors.
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors.
- a change in research analysts' recommendations
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments.
- announcements by third parties / governmental entities of significant claims/ proceedings against us.
- new laws and governmental regulations applicable to our industry.
- additions or departures of key management personnel.
- changes in exchange rates.
- changes in the price of oil or gas.
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of ₹ 1 lakh, if

Securities Transaction Tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), 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 falls under any of the exceptions specified by the RBI, then the prior approval of RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further details, please refer to section titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 247 of this Prospectus.

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

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

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

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

**SECTION IV: INTRODUCTION  
THE OFFER**

<b>PRESENT OFFER IN TERMS OF THE RED HERRING PROSPECTUS AND THIS PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
<b>Offer<sup>(1)</sup> Public Offer of Equity Shares by our Company</b>	60,00,000* Equity Shares having face value of ₹ 10/- each at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per Equity share) aggregating ₹ 4,080.00* lakhs.
<i>Of which</i>	
<b>Fresh Issue of Equity Shares by our Company</b>	42,00,000* Equity Shares having face value of ₹10/- each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share) aggregating ₹ 2,856.00* Lakhs.
<b>Offer for sale<sup>(2)</sup></b>	18,00,000* Equity Shares having face value of ₹10/- each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share) aggregating ₹ 1,224.00* Lakhs.
<i>The Offer consist of:</i>	
<b>Market Maker Reservation Portion</b>	3,00,000 Equity Shares having face value of ₹10/- each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share) aggregating ₹ 204.00 Lakhs.
<b>Net Offer to the Public</b>	57,00,000* Equity Shares having face value of ₹10/- each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share) aggregating ₹ 3,876.00* Lakhs.
<i>of which<sup>(3)</sup></i>	
<b>A. QIB portion<sup>(4)</sup></b>	28,44,000* Equity Shares
<i>of which</i>	
<b>(a) Anchor Investor Portion</b>	5,92,000* Equity Shares aggregating to ₹ 402.56* Lakhs
<b>(b) Net QIB Portion</b>	<b>22,52,000* Equity Shares aggregating to ₹ 1531.36* Lakhs</b>
<i>of which</i>	
<b>(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>	<b>1,12,600* Equity Shares aggregating to ₹ 76.57* Lakhs</b>
<b>(ii) Balance of QIB Portion for all QIBs including Mutual Funds</b>	<b>21,39,400* Equity Shares aggregating to ₹ 1,454.79* Lakhs</b>
<b>B. Non – institutional portion</b>	8,56,000* Equity Shares aggregating to ₹ 582.08* Lakhs
<b>C. Retail portion</b>	20,00,000* Equity Shares aggregating to ₹ 1,360.00* Lakhs
<b>Pre and Post Offer Share Capital of our Company</b>	
<b>Equity Shares outstanding prior to the Offer</b>	1,24,27,701 Equity Shares having face value of ₹10/- per Equity Share
<b>Equity Shares outstanding after the Offer</b>	1,66,27,701 Equity Shares having face value of ₹10/- per Equity Share
<b>Objects of the Offer</b>	Please refer Section titled “ <i>Objects of the Offer</i> ” on page 87 of this Prospectus.

- (1) Public offer of 60,00,000\* Equity Shares face value of ₹10/- each for cash at a price of ₹ 68/- including premium of ₹ 58/- per Equity Share of our Company aggregating to ₹ 4,080.00\* Lakhs. This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Offer Structure” beginning on page 209 of this Prospectus. The Offer has been authorised by a resolution of our Board dated September 01, 2023. Our Shareholders have authorised the Offer pursuant to a special resolution dated September 21, 2023.
- (2) The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Prospectus, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations:



Sr. No.	Name of the selling shareholder	Date of consent Letter	No. of Equity Shares	Amount (₹ in lakhs)
1.	Shravan Suthar	September 1, 2023	18,00,000 equity shares	1,224.00*

- (3) Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of Offer price.
- (4) Our Company and Promoter Selling Shareholder, in consultation with the BRLM, allocated up to 20.82% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion was accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds was less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion was added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 245.
- (5) Subject to valid Bids received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company and Promoter selling shareholder in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. In the event of an under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares through the Offer for Sale to meet the minimum subscription of 90% of the Fresh Issue. Additionally, even if the minimum subscription to the Fresh Issue is reached, the Equity Shares in the remaining portion of the Fresh Issue will be issued prior to the Equity Shares being offered as part of the Offer for Sale.
- (6) The Equity Shares offered by the Promoter Selling Shareholder is eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer, see “Other Regulatory and Statutory Disclosures” on page 190.

\*Subject to finalization of Basis of Allotment

For further details regarding the Offer Structure and Procedure, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 209 and 214 respectively of this Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(₹ in lakhs)

<b>Particulars</b>	<b>Note</b>	<b>31.03.24</b>	<b>31.03.23</b>	<b>31.03.22</b>
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	1	1,242.77	1,240.07	14.98
Reserve & Surplus	1	941.61	431.14	1,277.29
<b>Total (A)</b>		<b>2,184.38</b>	<b>1,671.21</b>	<b>1,292.27</b>
<b>Non-Current Liabilities</b>				
Long Term Borrowings	2	2,070.88	1,732.91	1,937.63
Deferred Tax Liabilities (Net)	3	53.24	50.02	43.84
<b>Other Long-Term Liabilities</b>	4	-	3.17	3.17
<b>Total (B)</b>		<b>2,124.12</b>	<b>1,786.10</b>	<b>1,984.63</b>
<b>Current Liabilities</b>				
Short Term Borrowings	5	3,999.83	1,958.02	1,992.20
Trade Payables	6	2,141.07	2,082.10	1,783.71
<b>Other Current Liabilities</b>	6	92.79	175.60	94.41
<b>Short Term Provisions</b>	6	11.32	-	20.88
<b>Total (C)</b>		<b>6,245.00</b>	<b>4,215.72</b>	<b>3,891.20</b>
<b>Total (D=A+B+C)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant & Equipment:				
(i) Tangible Assets	7	2,032.94	1,934.33	2,162.98
(ii) Intangible Assets	7	1.99	0.43	0.52
<b>Non-current investments</b>	8	47.52	-	-
<b>Deferred tax assets (net)</b>				
Long term loans and advances	9	12.85	12.85	12.85
Other Non-Current Assets	10	75.72	72.09	93.78
<b>Total (E)</b>		<b>2,171.02</b>	<b>2,019.71</b>	<b>2,270.13</b>
<b>Current Assets</b>				

<b>Inventories</b>	11	4,930.31	3,848.21	3,016.54
Trade Receivables	12	3,008.77	1,587.26	1,616.25
Cash & Bank Balances	13	122.60	98.10	102.99
Short Term Loans & Advances & Other Current Assets	14	320.79	119.74	162.19
			-	
<b>Total (F)</b>		<b>8,382.47</b>	<b>5,653.31</b>	<b>4,897.98</b>
<b>Total (G=E+F)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>

Particulars	Note	31.03.24	31.03.23	31.03.22
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	1	1,242.77	1,240.07	14.98
Reserve & Surplus	1	941.61	431.14	1,277.29
<b>Total (A)</b>		<b>2,184.38</b>	<b>1,671.21</b>	<b>1,292.27</b>
<b>Non-Current Liabilities</b>				
Long Term Borrowings	2	2,070.88	1,732.91	1,937.63
Deferred Tax Liabilities (Net)	3	53.24	50.02	43.84
Other Long-Term Liabilities	4	-	3.17	3.17
<b>Total (B)</b>		<b>2,124.12</b>	<b>1,786.10</b>	<b>1,984.63</b>
<b>Current Liabilities</b>				
Short Term Borrowings	5	3,999.83	1,958.02	1,992.20
Trade Payables	6	2,141.07	2,082.10	1,783.71
Other Current Liabilities	6	92.79	175.60	94.41
Short Term Provisions	6	11.32	-	20.88
<b>Total (C)</b>		<b>6,245.00</b>	<b>4,215.72</b>	<b>3,891.20</b>
<b>Total (D=A+B+C)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant & Equipment:				
(i) Tangible Assets	7	2,032.94	1,934.33	2,162.98
(ii) Intangible Assets	7	1.99	0.43	0.52

Non-current investments	8	47.52	-	-
Deferred tax assets (net)				
Long term loans and advances	9	12.85	12.85	12.85
Other Non-Current Assets	10	75.72	72.09	93.78
<b>Total (E)</b>		<b>2,171.02</b>	<b>2,019.71</b>	<b>2,270.13</b>
<b>Current Assets</b>				
Inventories	11	4,930.31	3,848.21	3,016.54
Trade Receivables	12	3,008.77	1,587.26	1,616.25
Cash & Bank Balances	13	122.60	98.10	102.99
Short Term Loans & Advances & Other Current Assets	14	320.79	119.74	162.19
			-	
<b>Total (F)</b>		<b>8,382.47</b>	<b>5,653.31</b>	<b>4,897.98</b>
<b>Total (G=E+F)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>

#### STATEMENT OF PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)				
Particulars	Not e	31.03.24	31.03.23	31.03.22
<b>Income</b>				
Revenue from Operations	15	9,076.42	6,673.83	4,735.82
Other Income	16	7.51	10.37	5.99
<b>Total Income (A)</b>		<b>9,083.93</b>	<b>6,684.20</b>	<b>4,741.81</b>
<b>Expenditure</b>				
Cost of materials consumed	17	7,447.64	5,745.46	4,021.41
Purchase of Traded goods			-	-
Changes in Inventories of stock in trade	18	(329.54)	(464.84)	(356.26)
Employee Benefit Expenses	19	169.79	156.94	91.59
Finance Cost	20	378.59	343.88	327.03
Operational and Other Expenses	21	685.01	454.59	315.18
<b>Depreciation and Amortization Charges</b>	7	211.16	232.55	265.24
<b>Total Expenditure (B)</b>		<b>8,562.65</b>	<b>6,468.58</b>	<b>4,664.19</b>
<b>Profit before exceptional and extraordinary items and tax (C=A-B)</b>		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>

Exceptional items (D)		-	-	-
Profit before extraordinary items and tax (E=C-D)		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>
<b>Extraordinary items (F)</b>		-	-	-
<b>Net Profit before Tax (G=E-F)</b>		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>
Less: Provision for Taxes (H)				
Current Tax		13.00	-	20.88
Deferred Tax		3.22	6.18	8.32
<b>Earlier Tax</b>		-	-	-
<b>Profit (Loss) for the period (G-H)</b>		<b>505.07</b>	<b>209.44</b>	<b>48.42</b>
<b>Earnings per equity share :</b>				
<b>1) Basic</b>		<b>4.06</b>	<b>1.75</b>	<b>0.41</b>
<b>2) Diluted</b>		<b>4.06</b>	<b>1.75</b>	<b>0.41</b>

**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

<b>Particulars</b>	<b>31.03.24</b>	<b>31.03.23</b>	<b>31.03.22</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before taxes	521.29	215.62	77.62
Adjustment for:			
Add: Depreciation & Amortizations	211.16	232.55	265.24
Add: Interest Expenses	336.03	312.36	288.86
Operating Profit before Working capital changes	<b>1,068.48</b>	<b>760.53</b>	<b>631.72</b>
Adjustments for:			
(Increase)/ Decrease in Trade Receivable	(1,421.51)	28.99	(1,106.18)
(Increase)/ Decrease in Short Term Loans & Advances & Other Current Assets	(201.05)	42.45	22.48
(Increase)/ Decrease in Long Term Loans & Advances	-	-	3.58
(Increase)/ Decrease in Other Non-Current Assets	4.40	23.71	22.49
(Increase)/ Decrease in Inventories	(1,082.10)	(831.67)	(558.32)
Increase/ (Decrease) in Other Current Liabilities	(82.81)	81.19	(6.86)
Increase/ (Decrease) in Short Term Provisions	-	-	0.00
Increase/ (Decrease) in Long Term Liability	(3.17)	-	-
Increase/ (Decrease) in Trade Payables	58.97	298.38	1,148.23
<b>Cash Generated from/used in Operations</b>	<b>(1,658.78)</b>	<b>403.58</b>	<b>157.13</b>
Direct Taxes paid	(1.68)	(20.88)	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1,660.47)</b>	<b>382.70</b>	<b>157.13</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Sale / (Purchase) of Property, Plant & Equipment (Including Capital goods)	(311.32)	(3.83)	(2.69)
(Increase)/ Decrease in Fixed Deposit	(24.30)	(2.64)	(43.96)
(Increase)/ Decrease in Current Investments	-	-	-
(Increase)/ Decrease in Non Current Investments	(47.52)	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(383.14)</b>	<b>(6.47)</b>	<b>(46.65)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			

Shares Issue	2.70	56.50	-
Securities Premium on shares	5.40	113.00	-
Increase/ (Decrease) in Short Term Borrowings	2,041.80	(34.17)	864.62
Increase/ (Decrease) in Long Term Borrowings	337.97	(204.71)	(681.53)
Interest paid	(336.03)	(312.36)	(288.86)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>2,051.84</b>	<b>(381.74)</b>	<b>(105.78)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>8.23</b>	<b>(5.51)</b>	<b>4.71</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>3.97</b>	<b>9.48</b>	<b>4.77</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>12.20</b>	<b>3.97</b>	<b>9.48</b>

## GENERAL INFORMATION

Our Company was originally incorporated as Durlax Archtech Private Limited on May 03, 2010, as a private limited company under the provisions of Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai, Maharashtra. Further, the name of the company was changed to Durlax India Private Limited vide the Certificate of Incorporation pursuant to change of name dated August 23, 2017, issued by RoC, Mumbai, Maharashtra. Subsequently, the name was changed to Durlax Top Surface Private Limited vide Certificate of Incorporation pursuant to change of name dated January 06, 2023, issued by RoC, Mumbai, Maharashtra. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on January 27, 2023, and the name of our Company was changed to “Durlax Top Surface Private Limited”, and a Fresh Certificate of Incorporation dated March 29, 2023, was issued by RoC, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U74999MH2010PLC202712. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled “History and Certain Corporate Matters” beginning on page 137 respectively of this Prospectus.

### BRIEF ABOUT THE COMPANY AND OFFER

<b>Registered Office</b>	301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India <b>Telephone No.:</b> +91-75067 99831 <b>Website:</b> www.durlax.com <b>Email id:</b> info@durlaxindia.com
<b>Date of Incorporation</b>	May 03, 2010
<b>Company Registration Number</b>	202712
<b>Corporate Identification Number</b>	U74999MH2010PLC202712
<b>Company Category</b>	Company limited by shares
<b>Company Sub-Category</b>	Non-govt company
<b>Address of the Registrar of Companies</b>	Everest, 100 Marine Drive, Mumbai- 400002, Maharashtra, India <b>Telephone No.:</b> 022-22812627/ 22020295/ 22846954 <b>Fax:</b> 022-22811977 <b>Email id:</b> roc.mumbai@mca.gov.in <b>Website:</b> www.mca.gov.in
<b>Designated Stock Exchange</b>	<b>Emerge platform of NSE</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.
<b>Offer Program</b>	Anchor Portion Opens/Closes on: Tuesday, June 18, 2024 Offer Opens on: Wednesday, June 19, 2024 Offer Closes on: Friday, June 21, 2024
<b>Company Secretary and Compliance Officer</b>	<b>Komal Birla</b> <b>Durlax Top Surface Limited</b> 301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India <b>Telephone No.:</b> +91-75067 99831 <b>Email id:</b> cs@durlaxindia.com
<b>Chief Financial Officer</b>	<b>Kalpna Joshi</b> <b>Durlax Top Surface Limited</b> 301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India <b>Telephone No.:</b> +91-75067 99831 <b>Email Id:</b> cfo@durlaxindia.com



## Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Prospectus:

Sr No	Name	Designation	DIN	Address
1.	Shravan Suthar	Managing Director	02985316	1602, Signia High, Off Western Express Highway, Magathane, Near Metro Cash and Carry, Mumbai-400066, Maharashtra, India.
2.	Lalit Suthar	Whole Time Director	02985324	1502, Signia High, Off Western Express Highway, Near Metro Cash and Carry, Magathane, Mumbai-400066, Maharashtra, India.
3.	Abhishek Bansal	Non - Executive Independent Director	09790993	C/314, Narmada Deep CHSL, Cabin Road, Bhayander East, Thane - 401105, Maharashtra, India.
4.	Narayan Samantra	Non - Executive Independent Director	09798498	Room No. 09, Building No. 52, Sajjangad CHS, Lallubhai Compound, Mankhurd (West), Mumbai – 400043
5.	Roxy Teniwal	Non - Executive Independent Director	09801276	602, Bhagwati Darshan Apartment, Near Uma Bhavan, Bhatar Road, Surat City, Bharthana Surat, Gujarat - 395007.

For further details of our directors, see “*Our Management*” on page 142 of this Prospectus.

### Company Secretary and Compliance Officer:

**Komal Birla**

#### **Durlax Top Surface Limited**

301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India

**Telephone No.:** +91-75067 99831

Website: [www.durlax.com](http://www.durlax.com)

Email id: [cs@durlaxindia.com](mailto:cs@durlaxindia.com)

*Note: Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Offer, in case of any pre-offer or post-offer related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.*

**ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE OFFER, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.**

**Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.**

## Details of Key Intermediaries Pertaining to this Offer and our company

Book Running Lead Manager to the Offer	Registrar to the Offer
<p><b>Expert Global Consultants Private Limited</b> 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India <b>Telephone:</b> +91 11 4509 8234 <b>Email:</b> <a href="mailto:ipo@expertglobal.in">ipo@expertglobal.in</a> <b>Website:</b> <a href="http://www.expertglobal.in">www.expertglobal.in</a> <b>Investor Grievance Email:</b> <a href="mailto:compliance@expertglobal.in">compliance@expertglobal.in</a> <b>Contact Person:</b> Mr. Gaurav Jain <b>SEBI Registration Number:</b> INM000012874 <b>CIN:</b> U74110DL2010PTC205995</p>	<p><b>Bigshare Services Private Limited</b> S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India. <b>Telephone:</b> +91 22 6263 8200 <b>Facsimile:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Mr. Vinayak Morble <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration Number:</b> INR00001385 <b>CIN:</b> U99999MH1994PTC076534</p>
Legal Counsel to the Offer	Statutory and Peer Review Auditor
<p><b>Zastriya, Attorneys &amp; Legal Consultants</b> <b>Address:</b> 37/38, 3rd floor, Landmark Tower, Mith Chowk, Link Road, Malad (West), Mumbai-400 064, Maharashtra, India. <b>Telephone:</b> +91-9920120018/ +91-9920239759 <b>Contact Person:</b> Nishant Rana and Chinmayee <b>Email:</b> <a href="mailto:nishant.rana@zastriya.in">nishant.rana@zastriya.in</a>, <a href="mailto:Chinmayee.ghag@zastriya.in">Chinmayee.ghag@zastriya.in</a></p>	<p><b>N K Mittal and Associates</b> <b>Address:</b> 620, 6<sup>th</sup> Floor, Pearl Plaza, Opp. Andheri Railway Station, Andheri (West), Mumbai - 400053. <b>Telephone:</b> +91 98926 40589 / + 91 98924 12486 <b>Email:</b> <a href="mailto:nkmittalandassociates@gmail.com">nkmittalandassociates@gmail.com</a> <b>Contact Person:</b> Mr. N. K. Mittal <b>Membership No.:</b> 046785 <b>Firm Registration No.:</b> 113281W <b>Peer Review Number:</b> 012598</p>
Banker to the Company	Public Offer Bank/ Banker to the Offer/ Refund Banker/ Escrow Collection Bank
<p><b>Punjab National Bank</b> <b>Address:</b> Marker Tower, F wing, 7<sup>th</sup> floor, Cuff Parade, Mumbai-400005. <b>Telephone:</b> +91- 94409 28758 <b>Email:</b> <a href="mailto:mcc6294@pnb.co.in">mcc6294@pnb.co.in</a> <b>Website:</b> <a href="http://www.pnbindia.in">www.pnbindia.in</a> <b>Contact Person:</b> Mr. A Naga Raju</p>	<p>ICICI Bank Limited <b>Address:</b> Capital Market Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India <b>Telephone:</b> +91 022-68052182 <b>Fax:</b> +91-22-66818921 <b>Email:</b> <a href="mailto:ipocmg@icicibank.com">ipocmg@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> Mr. Varun Badai <b>SEBI Registration No:</b> INBI00000004 <b>CIN:</b> L65190GJ1994PLC021012</p>
Sponsor Bank	Syndicate Member
<p>ICICI Bank Limited <b>Address:</b> Capital Market Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India <b>Telephone:</b> 022-68052182 <b>Fax:</b> +91-22-66818921 <b>Email:</b> <a href="mailto:ipocmg@icicibank.com">ipocmg@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> Mr. Varun Badai <b>SEBI Registration No:</b> INBI00000004 <b>CIN:</b> L65190GJ1994PLC021012</p>	<p>Globalworth Securities Limited <b>Address:</b> 716, 7<sup>th</sup> Floor, Neelkanth Corporate Park, Kirol Road, Near Vidhyavihar Railway Station, Vidhyavihar, West, Mumbai – 400086, Maharashtra, India <b>Telephone:</b> +91 022-69190011 <b>Fax:</b> NA <b>Email:</b> <a href="mailto:compliance@globalworth.in">compliance@globalworth.in</a> <b>Website:</b> <a href="http://www.globalworth.in">www.globalworth.in</a> <b>Contact Person:</b> Mr. Kulin Shah <b>SEBI Certificate Registration:</b> INZ000189732 <b>CIN:</b> U67190MH2010PLC201996</p>

## CHANGES IN THE AUDITORS

Except as stated below, there has been no change in the auditors of our Company in the three years immediately preceding the date of this Prospectus:

Sr. No.	Name of Auditor	Date of change	Reason for change
1.	<b>Modi Mehta And Associates LLP</b> Chartered Accountants	September 16, 2021	Resignation due to pre-occupancy of

Sr. No.	Name of Auditor	Date of change	Reason for change
	Gala No 28, Blue Rose Industrial Estate, Opp Magathane Depot, Borivali East, Mumbai-400066 <b>Email Id:</b> modimehta@modimehta.com <b>Contact Person:</b> Khushal Shah <b>Firm Registration No.:</b> 120894W/W100085 <b>Membership No.:</b> 160062 <b>Peer Review No.:</b> NA		personal work
2.	<b>Mukesh M Choksi &amp; Co.</b> <b>Chartered Accountants</b> 101, Mickey Heritage, 7th Road, TPS -3, Santacruz (East), Mumbai- 400055 <b>Email Id:</b> happymorning22@yahoo.in <b>Contact Person:</b> Mukesh M Chokshi <b>Firm Registration No.:</b> 0131513W <b>Membership No.:</b> 031751 <b>Peer Review No.:</b> NA	November 30, 2021	Appointment due to casual vacancy
		August 05, 2022	Resignation due to pre occupancy of work
3.	<b>MAY &amp; Associates</b> <b>Chartered Accountants</b> Building No 17, Room No 202, A Wing Stalag Seventeen CHSL, Mumbai- 400089 <b>Email Id:</b> yadawarm1@gmail.com <b>Contact Person:</b> Manikandan Perumal Yadawar <b>Firm Registration No.:</b> 152461W <b>Membership No.:</b> 193803 <b>Peer Review No.:</b> NA	August 05, 2022	Appointment due to casual vacancy
		November 14, 2022	Resignation due to pre occupancy of work
4.	<b>N K Mittal and Associates</b> <b>Chartered Accountants</b> 620, 6th Floor, Pearl Plaza, Opp. Andheri Railway Station, Andheri (West), Mumbai - 400053 <b>Email Id:</b> nkmittalandassociates@gmail.com <b>Contact Person:</b> N K Mittal <b>Firm Registration No.:</b> 113281W <b>Membership No.:</b> 046785 <b>Peer Review No.:</b> 113281W	December 22, 2022	Appointment due to casual vacancy

### Investor grievances

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer and/ or the BRLM, in case of any pre-offer or post-offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non- receipt of funds by electronic mode.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Application Form and the bank branch or collection centre where the application was submitted.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Bidder, Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/or a Stockbroker may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

### **Statement of *inter se* allocation of Responsibilities for the Offer**

Expert Global Consultants Private Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

### **Designated Intermediaries**

#### **Self-Certified Syndicate Bank(S)**

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

#### **Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

#### **Self-Certified Syndicate Banks Eligible as Sponsor Banks For UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>,

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

#### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

#### **Registrar and Share Transfer Agents**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

#### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

## **Expert**

Our Company has received written consents from the following persons to include their names in this Prospectus as an “Expert” as defined under Section 2(38) of the Companies Act, 2013 and such consents have not been withdrawn as on the date of this Prospectus:

- a) Consent dated June 07, 2024 from Statutory and Peer Review Auditor, in respect of Auditors’ reports on the Restated Financial Statements
- b) Consent dated June 07, 2024 from Statutory and Peer Review Auditor, in respect of Statement of Possible Tax Benefit.
- c) Consent dated May 15, 2024 from Independent Chartered Engineer i.e. M/s M-Tech Services LLP in respect of their certificate on Company’s installed capacity and capacity utilization at manufacturing unit included in Prospectus.

Above-mentioned consents have not been withdrawn as on date of this Prospectus.

However, the term expert shall not be construed to mean an expert as defined under the U.S. Securities Act.

## **Monitoring Agency**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI (ICDR) Regulations, 2013, our Company is not required to appoint a monitoring agency for the purposes of this Offer. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

## **Appraising Authority**

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## **Credit Rating**

As the Offer is of Equity Shares, the appointment of a credit rating agency is not required.

## **IPO Grading**

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations there is no requirement of appointing an IPO Grading agency.

## **Trustees**

As this is Offer of Equity Shares, the appointment of trustees is not required.

## **Green Shoe Option**

No green shoe option is applicable for the Offer.

## **Book Building Process**

The book building, in the context of the Offer, refers to the process of collection of Bids on the basis of this Prospectus within the Price Band, which was decided by our Company and Promoter Selling Shareholder, in consultation with the BRLM, and was advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and in Navshakti (a widely circulated Marathi daily newspaper, Marathi being the regional language of Mumbai, where our registered office is situated), each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price was finalized after the Bid/ Offer Closing Date.

All Bidders (except Anchor Investors) has mandatorily participated in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders has also participated in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-

Institutional Bidders bidding in the Non-Institutional Portion were not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

Each Bidder by submitting a Bid in Offer, was deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company complied with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company has appointed the BRLM to manage this Offer and procure Bids for this Offer. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time..

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

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

For further details, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 209 and 214, respectively of this Prospectus.

### **Filing**

This Prospectus shall be filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, company shall upload the Issue Summary Document (ISD) on exchange portal.

This Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Offer Document will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the documents required were filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of this Prospectus to be filed under section 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

### **Illustration of Book Building Process and the Price Discovery Process**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Offer Procedure” on page 214 of this Prospectus.

### **Underwriting Agreement**

This Offer was 100% underwritten. The Underwriting agreement is dated March 14, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter was subject to certain conditions specified therein. The Underwriter has indicated their intention to underwrite the following number of specified securities being offered through this Offer:

<b>Details of the Underwriter</b>	<b>No. of Shares Underwritten</b>	<b>Amount Underwritten</b>	<b>% of total Offer size underwritten</b>
Expert Global Consultants Private Limited	60,00,000	4,080.00	100

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead manager has agreed to underwrite to a minimum extent of fifteen percent of the Offer out of its own account. In the opinion of the Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned

Underwriter were sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriter were registered with SEBI under Section 12(1) of the SEBI Act.

### Withdrawal of the Offer

Our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue and the Promoter Selling Shareholder reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their portion of the Offered Shares at any time before the Offer Opening Date without assigning any reason thereof.

If our Company and the Promoter Selling Shareholder withdraw the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

The BRLM, through the Registrar to the Offer, will instruct the SCsBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. If our Company and Promoter Selling Shareholder withdraw the Offer after the Offer Closing Date and subsequently decide to proceed with an Offer of the Equity Shares, our Company will file a fresh Offer Document with the stock exchanges where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges with respect to the Equity Shares issued through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final ROC approval of the Prospectus.

### Market Maker

<b>Name:</b>	Globalworth Securities Limited
<b>Address:</b>	716, 7 <sup>TH</sup> Floor, Neelkanth Corporate Park, Kiro Road, Near Vidhyavihar Railway Station, Vidhyavihar West, Mumbai – 400086, Maharashtra, India
<b>Tel No:</b>	+91 22 69190011
<b>Fax No:</b>	NA
<b>Contact Person:</b>	Kulin Shah
<b>Email:</b>	<a href="mailto:compliance@globalworth.in">compliance@globalworth.in</a>
<b>Website:</b>	<a href="http://www.globalworth.in">www.globalworth.in</a>
<b>SEBI Registration No.:</b>	INZ000189732
<b>CIN</b>	U67190MH2010PLC201996

### Details of the Market Making Arrangement for this Offer

Our Company and the Book Running Lead Manager, have entered into an agreement dated March 14, 2024 with Globalworth Securities Limited, a Market Maker registered with Emerge Platform of NSE Limited in order to fulfil the obligations of Market Making.

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

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge Platform and SEBI from time to

time.

4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE Emerge Platform (The lot size will be based as per SEBI circular dated February 21, 2012 on determination of Price band.)
5. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
7. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
8. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Limited and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
9. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the exchange.
10. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
11. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the 5% of Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
14. The Market Maker shall not buy the shares from the promoters or persons belonging to promoter group of Issuer or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
15. The Market Maker shall have the right to terminate the said arrangement by giving a three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker. In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.



16. The Book Running Lead Manager if required has a right to appoint a nominee director on the Board of the Issuer Company any time during the compulsory Market Making period provided it meets requirements of the SEBI (ICDR) Regulations 2018.
17. The Market Maker shall not be responsible to maintain the price of the shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of Issuer via its 2-way quotes. The price shall be determined and be subject to market forces.
18. Further, the following shall apply to market makers while managing their inventory during the process of market making:
- The exemption from threshold as per table below shall not be applicable for the first three months of market making and the market maker shall be required to provide two-way quotes during this period irrespective of the level of holding.
  - Threshold for market making as per table below will be inclusive of mandatory inventory of 5.00% of offer size at the time of allotment in the offer.
  - Any initial holdings over and above such 5.00% of offer size would not be counted towards the inventory levels prescribed.
  - Apart from the above mandatory inventory, only those shares which have been acquired on the platform of the exchange during market making process shall be counted towards the Market Maker's threshold.
  - Threshold limit will take into consideration, the inventory level across market makers.
  - The market maker shall give two-way quotes till he reaches the upper limit threshold, thereafter he has the option to give only sell quotes.
  - Two-way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.
19. **Risk containment measures and monitoring for Market Maker:** EmERGE Platform of NSE Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
20. **Punitive Action in case of default by Market Maker:** EmERGE Platform of NSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
21. Price Band and Spreads: SEBI Circular bearing reference no: *CIR/MRD/DP/ 02/2012* dated *January 20, 2012*, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.
22. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

Market Price Slab	Proposed spread (in % to sale price)
Up to ₹50	9
₹50 to ₹75	8
₹75 to ₹100	6

<b>Market Price Slab</b>	<b>Proposed spread (in % to sale price)</b>
Above ₹100	5

23. Pursuant to SEBI Circular number *CIR/MRD/DSA/31/2012* dated *November 27, 2012*, limits on the upper side for Markets Makers during market making process has been made applicable, based on the Offer size and as follows:

<b>Offer Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)</b>
Up to ₹ 20 Crores	25%	24%
₹ 20 Crores to ₹ 50 Crores	20%	19%
₹ 50 Crores to ₹ 80 Crores	15%	14%
Above ₹ 80 Crores	12%	11%

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

## CAPITAL STRUCTURE

Our Equity Share capital before the Offer and after giving effect to the Offer, as at the date of this Prospectus, is set forth below:

*Amount (₹ in Lakhs except share data)*

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price <sup>(1)</sup>
<b>I.</b>	<b>Authorized share capital</b>		
	2,00,00,000 Equity Shares of ₹10 each	2,000.00	-
<b>II.</b>	<b>Issued, subscribed and paid-up share capital prior to the Offer<sup>(2)(3)</sup></b>		
	1,24,27,701 Equity Shares of ₹10 each	1,242.77	-
<b>III.</b>	<b>Present Offer in terms of this Prospectus</b>		
	Fresh Issue of 42,00,000* Equity Shares having face value of ₹ 10/- each at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per Equity share)	420.00*	2,856.00*
	Offer for Sale of 18,00,000* Equity Shares having face value of ₹ 10/- each at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per Equity share)	180.00*	1,224.00*
	<i>The Offer consist of:</i>		
	<b>Market Maker Reservation Portion</b>		
	3,00,000 Equity Shares having face value of ₹10/- each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share)	30.00*	204.00
	<b>Net Offer to the Public</b>		
	57,00,000* Equity Shares having face value of ₹10 each at a price of ₹ 68/- per Equity Share (including a share premium of ₹ 58/- per Equity share)	570.00*	3,876.00*
	<i>Net Issue to public consists of:</i>		
	<b>Allocation to QIB portion</b>		
	28,44,000* Equity Shares	284.40*	1,933.92*
	<b>Of which</b>		
	<b>(a) Anchor Investor Portion</b>		
	5,92,000* Equity Shares	59.20*	402.56*
	<b>(b) Net QIB Portion</b>		
	22,52,000* Equity Shares	225.20*	1,531.36*
	<b>Of which:</b>		
	<b>(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>		
	112,600* Equity Shares	11.26*	76.57*
	<b>(ii) Balance of QIB Portion for all QIBs including Mutual Funds</b>		
	21,39,400* Equity Shares	213.94*	1,454.79
	<b>Allocation to Non – Institutional</b>		
	8,56,000* Equity Shares	85.60*	582.08*
	<b>Allocation to Retail</b>		
	20,00,000* Equity Shares	200.00*	1,360*
<b>IV.</b>	<b>Issued, subscribed and paid-up share capital after to the Offer</b>		
	1,66,27,701 Equity Shares of ₹ 10/- each	1,662.77*	
<b>V.</b>	<b>Securities premium account</b>		
	Before the Offer	200.16	
	After the Offer	2,636.16*	

(1) To be updated upon finalization of the Offer Price

(2) For details in relation to the changes in the authorized share capital of our Company since incorporation, see "History and Certain Corporate Matters - Amendments to our Memorandum of Association" on page 137 of this Prospectus.

(3) As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

(4) The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated September 01, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary

General Meeting of the members held on September 21, 2023.

(5) For details of authorizations received for the Offer for Sale, please refer to the chapter “The Offer” beginning on page 52 of this Prospectus. The Equity Shares being offered by Promoter Selling Shareholder have been held by them for a period of at least one year prior to the date of filing of this Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of SEBI ICDR Regulations and are eligible for being offered for sale in the Offer.

\*Subject to finalization of Basis of Allotment

### Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up.

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

### 1. Changes in the authorised share capital of our Company

Sr. No	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative no. of Preference Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1	On Incorporation (May 03, 2010)	50,000		5,00,000	NA	NA
2	Increase in Authorised Share Capital from ₹ Five Lakhs to ₹ Fifty Lakhs	5,00,000		50,00,000	December 08, 2015	EGM
3	Increase in Authorised Share Capital from ₹ Fifty Lakhs to ₹ Ten Crore (Equity Shares of Face value of ₹ 10/- each and Preference Shares of Face value of ₹1,000/- each)	50,00,000	50,000	10,00,00,000	March 17, 2016	EGM
4	Sub-division of authorized preference share capital of our Company having a face value of ₹ 1,000/- to ₹ 10/- each	50,00,000	50,00,000	10,00,00,000	March 02, 2020	EGM
5.	Reclassification of authorized share capital of Company of 50,00,000 Preference Shares of ₹ 10 each aggregating to ₹ 5,00,00,000 into 50,00,000	1,00,00,000	-	10,00,00,000	November 21, 2022	EGM

Sr. No	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative no. of Preference Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
	Equity shares of ₹ 10 each aggregating to ₹ 5,00,00,000					
6.	Increase in Authorised Share Capital from ₹ Ten Crore to ₹ Twenty Crore	2,00,00,000	-	20,00,00,000	November 21, 2022	EGM

For details of the changes to the authorised share capital of our Company, see “History and Certain Corporate Matters-Amendments to our Memorandum of Association” on page 137 of this Prospectus.

## 2. Equity Share capital history of our Company

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

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
On Incorporation (May 03, 2010) <sup>(i)</sup>	40,000	10	10	Cash	Subscription to MOA	40,000	4,00,000
December 26, 2015 <sup>(ii)</sup>	10,000	10	710	Other than Cash	Conversion of loan into Shares	50,000	5,00,000
May 22, 2017 <sup>(iii)</sup>	45,905	10	1172	Other than Cash	Conversion of loan into Shares	95,905	9,59,050
July 13, 2017 <sup>(iv)</sup>	7,902	10	1172	Cash	Rights Issue	1,03,807	10,38,070
October 10, 2017 <sup>(v)</sup>	3,412	10	1172	Cash	Rights Issue	1,07,219	10,72,190
March 30, 2019 <sup>(vi)</sup>	42,600	10	1220	Other than Cash	Conversion of loan into Shares	1,49,819	14,98,190
December 26, 2022 <sup>(vii)</sup>	1,16,85,882	10	NA	Other than Cash	Bonus Issue	1,18,35,701	11,83,57,010
January 07, 2023 <sup>(viii)</sup>	4,00,000	10	30	Cash	Preferential allotment	1,22,35,701	12,23,57,010
February 27, 2023 <sup>(ix)</sup>	1,04,000	10	30	Cash	Preferential allotment	1,23,39,701	12,33,97,010
March 17, 2023 <sup>(x)</sup>	61,000	10	30	Cash	Preferential allotment	1,24,00,701	12,40,07,010
April 13, 2023 <sup>(xi)</sup>	27,000	10	30	Cash	Preferential allotment	1,24,27,701	12,42,77,010

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
<b>Total</b>	<b>1,24,27,701</b>						

Notes:

(i) *Initial Subscribers to Memorandum of Association subscribed 40,000 Equity Shares of face value of ₹10/- each fully paid at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Shravan Suthar	20,000
2.	Lalit Suthar	20,000
<b>Total</b>		<b>40,000</b>

(ii) *Conversion of unsecured loan into Equity aggregating to 10,000 Equity shares of face value of ₹10/- each fully paid at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Shravan Suthar	10,000
<b>Total</b>		<b>10,000</b>

(iii) *Conversion of unsecured loan into Equity aggregating to 45,905 Equity shares of face value of ₹10/- each fully paid at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Shravan Suthar	22,445
2.	Lalit Suthar	10,400
3.	Amit Vyas	6,058
4.	Pankaj Suthar	4,730
5.	Laxmichand Suthar	1,120
6.	Jesal Vyas	1,152
<b>Total</b>		<b>45,905</b>

(iv) *Rights Issue of 7,902 Equity Shares of face value of ₹10/- each as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Amit Vyas	6,768
2.	Jesal Vyas	1,134
<b>Total</b>		<b>7,902</b>

(v) *Rights Issue of 3,412 Equity Shares of face value of ₹10/- each as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Amit Vyas	3,412
<b>Total</b>		<b>3,412</b>

(vi) *Preferential allotment of Conversion of unsecured loan into 42,600 Equity shares of face value of ₹10/- each fully paid at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Shravan Suthar	26,618
2.	Lalit Suthar	10,245
3.	Pankaj Suthar	5,737

Sr. No.	Name of the Person	No. of Shares Subscribed
<b>Total</b>		<b>42,600</b>

(vii) *Bonus Issue of 1,16,85,882 Equity shares of face value of ₹10/- each fully paid at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Shravan Suthar	81,96,318
2.	Lalit Suthar	17,90,178
3.	Laxmichand Suthar	8,82,960
4.	Pankaj Suthar	8,16,426
<b>Total</b>		<b>1,16,85,882</b>

(viii) *Preferential allotment of 4,00,000 Equity shares of face value of ₹10/- each fully paid up at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Sanjay Vora	50,000
2.	Jethalal Vora	50,000
3.	Neha Vora	50,000
4.	Urmila Vora	50,000
5.	Lata Shah	50,000
6.	Tvisha Corporate Advertisers LLP	50,000
7.	Vishnukumar LAC	50,000
8.	Manisha Maheshwari	10,000
9.	Arjun Kumar	10,000
10.	Raj Kumari	10,000
11.	Pragnesh Sushil	10,000
12.	Uma Agrawal	5,000
13.	Priyesh Agarwal	5,000
<b>Total</b>		<b>4,00,000</b>

(ix) *Preferential allotment of 1,04,000 Equity shares of face value of ₹10/- each fully paid up at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Meenabai Chopda	42,000
2.	Rishabh Chopda	24,000
3.	Nareshkumar Chopda	24,000
4.	Sidharth Jain	14,000
<b>Total</b>		<b>1,04,000</b>

(x) *Preferential allotment of 61,000 Equity shares of face value of ₹10/- each fully paid up at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
1.	Supriya Anand Vyas	37,000
2.	Anand Vyas	14,000
3.	Sidharth Jain	10,000
<b>Total</b>		<b>61,000</b>

(xi) *Preferential allotment of 27,000 Equity shares of face value of ₹10/- each fully paid up at par as per the details given below:*

Sr. No.	Name of the Person	No. of Shares Subscribed
---------	--------------------	--------------------------

1.	Rishabh Chopda	18,000
2.	Nareshkumar Chopda	9,000
<b>Total</b>		<b>27,000</b>

**(b) Equity Shares issued for consideration other than cash or out of revaluation reserves:**

Other than as set out below, our Company has made no other issues of Equity Shares for consideration other than cash as on the date of this Prospectus:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
December 26, 2015	10,000	10	710	Other than Cash	Conversion of loan into Shares
May 22, 2017	45,905	10	1172	Other than Cash	Conversion of loan into Shares
March 30, 2019	42,600	10	1220	Other than Cash	Conversion of loan into Shares
December 26, 2022	1,16,85,882	10	NA	Other than Cash	Bonus Issue
<b>Total</b>	<b>1,17,84,387</b>				

**(c) Equity Shares allotted in terms of any schemes of arrangement:**

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-232 of the Companies Act, 2013.

**(d) Equity Shares allotted at a price lower than the Offer Price in the last year: Not Applicable**

3. As on the date of this Prospectus, our Company does not have any outstanding preference shares.

**4. Equity Shares issued pursuant to employee stock option schemes.**

As on date of this Prospectus, our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan).

5. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.

6. The shareholding pattern of our Company before the offer as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

Sr. No.	Particular	Yes/No	Promoters and Promoter Group	Public Shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	No	No



<b>Sr. No.</b>	<b>Particular</b>	<b>Yes/No</b>	<b>Promoters and Promoter Group</b>	<b>Public Shareholder</b>	<b>Non-Promoter – Non-Public</b>
<b>7.</b>	Whether company has equity shares with differential voting rights?	No	No	No	No

*\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of NSE Limited.*

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

**Summary of Shareholding Pattern**

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities <sup>1</sup>				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form <sup>4</sup>
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each <sup>2</sup>	Class Y	Total								
<b>I</b>	<b>II</b>	<b>III</b>	<b>IV</b>	<b>V</b>	<b>VI</b>	<b>VII = IV+V+VI</b>	<b>VIII</b>	<b>IX</b>				<b>X</b>	<b>XI=VII+X</b>	<b>XII</b>	<b>XIII</b>	<b>XIV</b>		
(A)	Promoters & Promoter Group	4	1,18,35,701	-	-	1,18,35,701	95.71	1,18,35,701	-	1,18,35,701	95.71	-	95.71	-	-	1,18,35,701		
(B)	Public	17	5,92,000	-	-	5,92,000	4.77	5,92,000	-	5,92,000	4.77	-	4.77	-	-	5,92,000		
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		

(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>21</b>	<b>1,24,27,701</b>	-	-	<b>1,24,27,701</b>	<b>100.00</b>	<b>1,24,27,701</b>	-	<b>1,24,27,701</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	<b>1,24,27,701</b>

Note:

<sup>1</sup>As on date of this Prospectus 1 Equity share holds 1 vote

<sup>2</sup>We have only one class of Equity Shares of face value of ₹ 10/- each.

<sup>3</sup>All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of National Stock Exchange of India Limited.

7. All Pre-IPO Equity Shares of our Company are locked in as mentioned above prior to listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.
8. Our Company has not made any public offer (including any rights issue to the public) since its incorporation.
9. As on the date of this Prospectus, our Promoter does not hold any preference shares in our Company.
10. Company may do pre-IPO placement in the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Offer have been listed.
11. The list of the shareholders of the company holding 1% or more of the paid-up share capital of the company:

**a. As on the date of this Prospectus:**

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Shravan Suthar	83,01,399	66.94
2.	Lalit Suthar	18,13,129	14.62
3.	Laxmichand Suthar	8,94,280	7.21
4.	Pankaj Suthar	8,26,893	6.67
<b>Total</b>		<b>1,18,35,701</b>	<b>95.44</b>

**b. Ten (10) days prior to the date of this Prospectus:**

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Shravan Suthar	83,01,399	66.94
2.	Lalit Suthar	18,13,129	14.62
3.	Laxmichand Suthar	8,94,280	7.21
4.	Pankaj Suthar	8,26,893	6.67
<b>Total</b>		<b>1,18,35,701</b>	<b>95.44</b>

**c. One (1) year prior to the date of this Prospectus:**

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of the then existing paid up capital
1.	Shravan Suthar	1,05,081	70.14
2.	Lalit Suthar	22,951	15.32
3.	Laxmichand Suthar	11,320	7.56
4.	Pankaj Suthar	10,467	6.99
<b>Total</b>		<b>1,49,819</b>	<b>100.00</b>

**d. Two (2) year prior to the date of this Prospectus:**

Sr. No.	Name of the Shareholders	Number of Equity Shares	% of the then existing paid up capital
1.	Shravan Suthar	1,05,081	70.14
2.	Lalit Suthar	22,951	15.32
3.	Laxmichand Suthar	11,320	7.56
4.	Pankaj Suthar	10,467	6.99
<b>Total</b>		<b>1,49,819</b>	<b>100.00</b>

12. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of this Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of this Prospectus. However, our Company may alter its capital structure by way of split/consolidation of the denomination of Equity Shares or

issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutional placements, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

### 13. Build-up of our Promoters and Shareholding of our Promoters:

#### a. Build-up of our Promoters:

As on the date of this Prospectus, our Promoters, Shravan Suthar and Lalit Suthar collectively hold 83,01,399 Equity Shares, which constitutes 66.80% of the pre-offered, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

##### 1. Shravan Suthar

Date of Allotment/ Transfer / when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre offer equity share capital	% of post offer equity share capital
On Incorporation (May 03, 2010)	20,000	10/-	10/-	Cash	Subscription to the MoA	0.16%	0.12%
December 17, 2015	9,780	10/-	710/-	Cash	Transfer from Lalit Suthar	0.08%	0.06%
December 26, 2015	10,000	10/-	710/-	Other than Cash	Further allotment through Conversion of loan into Shares	0.08%	0.06%
May 22, 2017	22,445	10/-	1,172/-	Other than Cash	Further allotment through Conversion of loan into Shares	0.18%	0.13%
October 04, 2018	16,238	10/-	1,220/-	Cash	Transfer from Amit Vyas	0.13%	0.10%
March 30, 2019	26,618	10/-	1,220/-	Other than Cash	Further allotment through Conversion of loan into Shares	0.21%	0.16%
December 26, 2022	81,96,318	10/-	NA	Other than Cash	Bonus issue (1:78)	65.95%	49.29%
<b>Total</b>	<b>83,01,399</b>						

\* All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares.

\*\* Cost of acquisition excludes Stamp Duty

##### 2. Lalit Suthar

Date of Allotment/ Transfer / when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
On Incorporation	20,000	10/-	10/-	Cash	Subscription to the MoA	0.16%	0.12%

Date of Allotment/ Transfer / when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
on (May 03, 2010)							
December 17, 2015	(9,780)	10/-	710/-	Cash	Transfer to Shravan Suthar	(0.08%)	(0.06%)
December 17, 2015	(10,200)	10/-	710/-	Cash	Transfer to Laxmichand Suthar	(0.08%)	(0.06%)
May 22, 2017	10,400	10/-	1,172/-	Other than Cash	Further allotment through Conversion of loan into Shares	0.08%	0.06%
October 04, 2018	2,286	10/-	1,220/-	Cash	Transfer from Jesal Vyas	0.02%	0.01%
March 30, 2019	10,245	10/-	1,220/-	Other than Cash	Conversion of loan into shares through Preferential allotment	0.08%	0.06%
December 26, 2022	17,90,178	10/-	NA	Other than Cash	Bonus issue (1:78)	14.40%	10.77%
<b>Total</b>	<b>18,13,129</b>						

14. As on the date of this Prospectus, our Company have 21 (Twenty-One) shareholders.

15. Details of the Pre and Post Offer Shareholding of our Promoters and Promoter Group is as below:

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>				
Shravan Suthar	83,01,399	66.80%	65,01,399	39.10%
Lalit Suthar	18,13,129	14.59%	18,13,129	10.90%
<b>Total (A)</b>	<b>1,01,14,528</b>	<b>81.39%</b>	<b>83,14,528</b>	<b>50.00%</b>
<b>Promoter Group</b>				
Laxmichand Suthar	8,94,280	6.65%	8,94,280	5.38%
Pankaj Suthar	8,26,893	7.20%	8,26,893	4.97%
<b>Total (B)</b>	<b>17,21,173</b>	<b>13.85%</b>	<b>17,21,173</b>	<b>10.35%</b>
<b>Total (A+B)</b>	<b>1,18,35,701</b>	<b>95.24%</b>	<b>1,00,35,701</b>	<b>60.35%</b>

16. None of our shareholders belonging to Promoters and Promoter Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing this Prospectus.

17. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of this Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- offer share capital of our Company:

Name of the Shareholder	Date of Transaction	Category	No. of Equity Shares Subscribed / Acquired	No. of Equity Shares Sold	Nature of Transaction
Shravan Suthar	December 26, 2022	Promoter and Managing Director	81,96,318	–	Bonus Issue
Lalit Suthar		Promoter and Whole Time Director	17,90,178	–	
Laxmichand Suthar		Promotor Group	8,82,960	–	
Pankaj Suthar		Promotor Group	8,16,426	–	

## 18. Promoter’s Contribution and other Lock-in details

### a) Details of Promoter’s Contribution locked-in for three (3) years

Pursuant to Regulations 236 and 238 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post offer Equity Share capital of our Company held by the Promoters is considered as Promoter’s Contribution (“Promoter’s Contribution”) and is locked in for a period of three years from the date of Allotment of Equity Shares and the shareholding of the Promoters in excess of 20% of the fully diluted post offer Equity Share capital is locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of allotment, are set out in the following table:

Name of Promoter	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares held	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares Locked in	Post- Offer paid-up equity share capital %
Shravan Suthar	December 26, 2022	Bonus issue (1:78)	83,01,399	-	27,30,000	16.42%
Lalit Suthar	December 26, 2022	Bonus issue (1:78)	18,13,129	-	5,97,000	3.59%
<b>Total</b>			<b>1,01,14,528</b>	<b>-</b>	<b>33,27,000</b>	<b>20.01%</b>

*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section “Capital Structure” on page 71.*

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

Compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter’s contribution of 20% as shown above which is subject to lock-in for three years, we confirm the following:

- The Minimum Promoter’s contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets.
- The minimum Promoter’s contribution does not consist of such Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution.

- Our Company has not been formed by conversion of a partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Prospectus pursuant to conversion of a partnership firm; and the Equity Shares held by our Promoters and offered as part of the Minimum Promoter's Contribution are not subject to any pledge.
- The Minimum Promoter's Contribution does not include Equity Shares acquired during the one (1) year preceding the date of this Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- Our Promoter's Contribution of 20% of the Post Offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

**b) Details of share capital locked-in for one (1) year**

- (i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter's Contribution is locked-in for a period of 3 years, as specified above, the entire Pre-Offer Equity Share capital is locked in for a period of one (1) year from the date of Allotment in this Offer.
- (ii) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.
- (iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- (iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

**19. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

**20. The average cost of acquisition of or subscription of shares by our promoters is set forth in the table below:**

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (₹ Per share)
1.	Shravan Suthar	83,01,399	11.18
2.	Lalit Suthar	18,13,129	7.44

*As certified by N K Mittal & Associates, Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated June 21, 2024.*

**21.** Our Company, our Directors and the Book Running Lead Manager have not entered into any buy back arrangements for the purchase of Equity Shares being offered through this Prospectus from any person.



22. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus.
23. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
24. Except for the allotment of Equity Shares pursuant to the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Prospectus until the listing of the Equity Shares on the NSE pursuant to the Issue or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be in the event there is a failure of the Offer.
25. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page 142 of this Prospectus.
26. Further, since the entire offer price in respect of the Offer is payable on application, all the successful applicants will be issued fully paid-up equity shares only.
27. The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
28. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
29. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled "Offer Procedure" beginning on page 245 of this Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
30. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to locking shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
31. Subject to valid applications being received at or above the Offer Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company and Promoter selling shareholder in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
32. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Offer.
33. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.

- 34.** Our Company ensured that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of the Red Herring Prospectus and the Offer Closing Date should be reported to the Stock Exchange within 24 hours of such transaction.
- 35.** Our Promoters and Promoter Group will not participate in the Offer.
- 36.** Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

## OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by Promoter Selling Shareholder.

### The Offer for Sale

The Promoter Selling Shareholder will be entitled to its respective portions of the proceeds of the Offer for Sale after deducting its proportion of Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale by the Promoter Selling Shareholder and the proceeds received from the Offer for Sale (net of Offer related expenses to be borne by the Promoter Selling Shareholder) will not form part of the Net Proceeds. Other than the listing fees for the Offer (which shall be exclusively borne by our Company), all cost, fees and expenses in respect of the Offer will be shared among our Company and the Promoter Selling Shareholder, respectively, in proportion to the proceeds received from the Fresh Issue and its portion of the Offered Shares, as may be applicable, upon the successful completion of the Offer. For further information regarding the Promoter Selling Shareholder and Equity Shares being offered for sale (in terms of amount), see “*The Offer*” on page 52.

1. Part finance the working capital requirements;
2. General corporate purposes; and
3. To meet the offer expenses

(Collectively referred as the “Objects”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange and enhancement of our Company’s brand name. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

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

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (₹ in lakhs)
Gross proceeds of the Fresh Issue	2,850.00
Less: Estimated Offer related expenses in relation to the fresh issue	500.00
Net Proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company (“Net Proceeds”)	2,350.00

### Schedule of implementation, requirement of funds and utilization of net proceeds

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in lakhs)				
Particulars	Total estimated cost	Amount to be financed from Net Proceeds	Estimated utilization of Net Proceeds in FY 2025	Estimated utilization of Net Proceeds in FY 2026
<b>Part finance to meet the working capital requirements</b>	1,750.00	1,750.00	950.00	800.00
<b>General corporate purposes <sup>(1)</sup></b>	600.00	600.00	600.00	-
<b>Total</b>	2,350.00	2,350.00	1,550.00	800.00

<sup>(1)</sup> Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Offer.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilised in the next financial year, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations

### Means of finance

Since the entire fund requirement of ₹ 2,350.00/- lakhs will be met from the Net Proceeds hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 230 (1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

### Details of the Objects of the Offer

#### 1. Part finance to meet the working capital requirements

Our Company proposes to utilise ₹ 1,750.00 Lakhs towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business we fund our working capital needs through internal accruals and availing financing facilities. Our Company, in order to support its incremental business requirements, funding growth opportunities and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability.

### Basis of estimation of working capital requirement

The details of our company's working capital as March 31, 2022, March 31, 2023 and March 31, 2024 the source of funding, on the basis of restated financial statements of our Company, are provided in the table below:

(₹ in lakhs)

Particulars	FY 2022	FY 2023	FY 2024
<b>Current Assets</b>			
Inventories	3,016.54	3,848.21	4,930.31
Trade Receivables	1,616.25	1,587.26	3,008.77
Cash and Cash Equivalents	102.99	98.10	122.60
Short Term Loans and Advances	0.00	0.00	0.00
Other Current Assets	162.19	119.74	320.79
<b>Total Current Assets(A)</b>	<b>4,897.98</b>	<b>5,653.31</b>	<b>8,382.47</b>
<b>Current Liabilities</b>			
Trade Payables	1,783.71	2,082.10	2,141.07
Other Current Liabilities	94.41	175.60	92.79
Short Term Provisions	20.88	0.00	11.32

<b>Total Current Liabilities(B)</b>	<b>1,899.01</b>	<b>2,257.70</b>	<b>2,245.18</b>
<b>Net Working Capital (A-B)</b>	<b>2,998.97</b>	<b>3,395.61</b>	<b>6137.30</b>
<b>Sources of Funds</b>			
<b>Borrowings and Internal Accrual</b>	2,998.97	3,395.61	6,137.30
<b>Amount proposed to be utilized from Net Proceeds.</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated June 07, 2024 has approved the projected working capital requirements for the Fiscal 2025 and Fiscal 2026, and the proposed funding of such working capital requirements as set forth in the table below:

(₹ in lakhs)

<b>Particulars</b>	<b>FY25E</b>	<b>FY26E</b>
<b>Current Assets</b>		
Inventories	4,675.03	4,992.08
Trade Receivables	3,024.49	3,390.54
Cash and Cash Equivalents	10.41	12.50
Short Term Loans and Advances	0.00	0.00
Other Current Assets	123.64	155.57
<b>Total Current Assets(A)</b>	<b>7,833.57</b>	<b>8,550.69</b>
<b>Current Liabilities</b>		
Trade Payables	621.88	460.00
Other Current Liabilities	73.60	132.24
Short Term Provisions	0.00	0.00
<b>Total Current Liabilities(B)</b>	<b>695.48</b>	<b>592.24</b>
<b>Net Working Capital (A-B)</b>	<b>7,138.09</b>	<b>7,958.45</b>
<b>Sources of Funds</b>		
<b>Borrowings and Internal Accrual</b>	6,188.09	7,158.45
<b>Amount proposed to be utilized from Net Proceeds.</b>	950.00	800.00

Assumption for Holding Period

<b>Particulars (in Days)</b>	<b>FY 2022</b>	<b>FY 2023</b>	<b>FY 2024</b>	<b>FY25E</b>	<b>FY26E</b>
<b>Current Assets</b>					
Inventories	232	210	198	140	116
Trade Receivables	125	87	121	91	79
<b>Current Liabilities</b>					
Trade Payables	178	144	110	24	14

### Justifications

<b>Particulars</b>	<b>Justification</b>
Inventories	Currently, we feature two primary brands, Luxor and Aspiron, encompassing multiple SKUs. The production is in batch process. Larger batch sizes are preferred to mitigate excess production costs associated with smaller batches, contributing to our relatively higher stock holding. Maintaining elevated inventory levels is essential to meet customer expectations for swift delivery, particularly in industries where rapid turnaround times significantly impact customer satisfaction. Given the substantial lead time between placing an order and receipt of raw material, it becomes imperative to uphold increased

Particulars	Justification
	<p>inventory levels. This helps bridge the gap and ensures an uninterrupted supply to meet customer demands. We strategically leverage opportunities such as bulk purchasing discounts and capitalizing on price fluctuations in raw materials by procuring larger quantities. This approach inevitably results in higher inventory levels.</p> <p>Due to effective management of working capital in the past, we previously offered credit sales to selected customers. However, with an improved working capital situation, we can now extend credit sales to a broader customer base. Our increased experience and deeper market understanding have allowed us to optimize production processes. Consequently, our financial ratios have shown positive improvements, and there has been a significant decrease in our holding period.</p> <p>We are expecting that additional material produced will be sold on immediate basis because we are going to give credit period to all the parties which was not possible till date considering the constrain in the working capital from the banks/ financial institutions, hence we are assuming that our inventory holding period will come down from 198 days for FY 2024 to 116 days by FY 2026. The finished good's holding period will come down but holding period for raw material will increase and it will not give any adverse effect on overall basis.</p>
Trade receivables	<p>In FY 2022, the trade receivable days stood at 125 days. The rationale for having higher trade receivable days is to continue supporting the customers / dealers and accommodating a flexible payment terms as everyone was supporting the stakeholders considering the disruptions across supply chain, cash flow constraints in light of the Covid19 pandemic.</p> <p>Subsequently, once the pandemic (Covid19) and its impact is subsided, the trade receivable days was reduced to 87 days in FY 2023 considering the measures of enhance cash flow management and operational efficiency. The Company has envisaged to maintain the trade receivable days, to focus on financial sustainability and agility considering addition of new customers and increasing the wallet share of existing customers.</p> <p>The Trade Receivables days will come down from 121 days in FY 2024 to 79 Days by FY 2026, which is as per the general industry norms and company is planning to give credit period to major parties to improve the volume and margins, which was not possible till date considering the constrain in the working capital from the banks/ financial institutions. It shall strive to maintain the receivable holding period will be maintained at an existing level.</p>
Trade payables	<p>In FY 2022, the trade payable days were a result of the repercussions stemming from the pandemic COVID-19 and its impact across the industry. Subsequently, once the pandemic (Covid19) and its impact is subsided, the trade payable days was reduced to 144 days in FY 2023. The trade payables days has further reduced to 110 days in FY 2024. The Company has envisaged to focus on reduction in trade payable days in FY 2025 &amp; FY 2026, as it aims to secure more favourable pricing and negotiating improved payment terms with our major suppliers based on the additional working capital support from the proposed IPO.</p> <p>The raw material is imported and same is against upfront or advance payment. Due to upfront payment terms we will get cash discount in form of reduction in price.</p> <p>We are assuming trade payment days on lower side because company will get the better pricing by maintaining healthy relationship and better payment terms with large suppliers. Company is assuming that trade payable days will reduce to 14 days in FY 2026 from current payable days of 110 days in FY 2024.</p>

## 2. General corporate purposes

Our Company proposes to deploy the balance proceeds, aggregating to ₹ 600 lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

### Offer related expenses

The total expenses for the offer are estimated to be ₹ 500 lakhs. Following is a broad breakup of the forecasted expenses: Other than the listing fees, which will be paid by our Company, all costs, fees and expenses directly attributable to the Offer shall be borne by the Company and the Promoter Selling Shareholder, in proportion of gross proceeds received for the Fresh Issue and the Offered Shares in accordance with applicable law. All estimated Offer related expenses to be proportionately borne by the Promoter Selling Shareholder shall be deducted from the proceeds of the Offer for Sale, and subsequently, the balance amount from the Offer for Sale will be paid to the Promoter Selling Shareholder.

It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Promoter Selling Shareholder in the Offer for Sale, in accordance with Applicable Law

The break-up for the estimated Offer related expenses are as set forth below:

Activity expense	Amount (₹ in lakhs) <sup>(1)</sup>	Percentage of total estimated Offer expenses <sup>(1)</sup>	Percentage of Offer size <sup>(1)</sup>
Offer relating expenses such as fees to Book Running Lead Manager Fixed Fee, Registrar to the Offer, Legal Advisors, Auditors, statutory advertisements and other expenses incurred / to be incurred including promotional expenses	264.59	52.92%	6.49%
Underwriting commission, brokerage and selling commission (including Commission/processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)</sup> )	202.19	40.44%	4.96%
Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories'	33.22	6.64%	0.82%

Activity expense	Amount (₹ in lakhs) <sup>(1)</sup>	Percentage of total estimated Offer expenses <sup>(1)</sup>	Percentage of Offer size <sup>(1)</sup>
fees, other regulatory expenses and sundry expenses.			
<b>Total estimated Offer expenses</b>	500.00	100.00%	12.27%

**Notes:**

1. The fund deployed towards Offer expenses is ₹ 4.84 lakhs pursuant to certificate issued by our Statutory Auditor and Peer Review Auditors M/s N. K. Mittal & Associates., Chartered Accountants dated June 7, 2024 and the same will be recouped out of Offer expenses.
2. Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted.
3. Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted.
4. Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs 10/- per application on wherein shares are allotted.
5. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be 0.01 % on the allotment amount on the application wherein shares are allotted.
6. Includes commission/Processing fees of ₹ 10 per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ one lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ one lakh.
7. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them

#### **Interim use of Net Proceeds**

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

#### **Appraisal and Bridge Financing Facilities**

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

#### **Year wise Deployment of Funds / Schedule of Implementation**

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Offer size is proposed to be deployed in the Financial Year 2024-25 and Financial Year 2025-26.

#### **Monitoring Utilization of Funds**

As the size of the Offer will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Offer Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Offer. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Offer have been utilized in full.

#### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed



details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations**

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, our Directors, our Key Management Personnel or our Group Company. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, Promoter Group, our Directors, our Key Management Personnel or our Group Company.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, Promoter Group, Group Companies of our Company, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly

## BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares Issued through the Book Building Process and on the basis of the quantitative and qualitative factors described below. Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 114, 29, 163 and 166 respectively, of this Prospectus to have an informed view before making an investment decision.

### Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

1. Focusing on multiple end-user industries
2. Wide and diverse range of product offerings
3. Experienced promoters and management team with industry knowledge and an established track record
4. Diversified distribution network across India catering to customers

For further details, see “Our Business – Strengths” on page 114 of this Prospectus.

### Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Financial Statements.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

#### 1. Basic and diluted earnings per share (“EPS”)

Financial Year	Basic and Diluted EPS (in ₹)	Weights
Fiscal 2024	4.06	3
Fiscal 2023	1.75	2
Fiscal 2022	0.41	1
Weighted Average	2.68	

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.
2. Basic and diluted EPS are based on the Restated Financial Statement.
3. The face value of each Equity Share is ₹10.
4. Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares during the respective year/period.
5. Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’.
6. The figures disclosed above are based on the Restated Financial Statements.
7. The Company approved the issue of seventy-eight bonus shares of face value ₹ 10 each for everyone existing fully paid-up equity share of face value ₹ 10 each.

#### 2. Price/Earning (“P/E”) ratio in relation to Price Band of ₹ 65/- to ₹ 68/- per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
P/E ratio based on Basic EPS for Fiscal 2024	16.01	16.75
<b>P/E ratio based on Diluted EPS for Fiscal 2024</b>	<b>16.01</b>	<b>16.75</b>

Note: Price / Earning (P / E) ratio is computed by dividing the price per share by earnings per share.

#### 3. Industry Peer Group P/E ratio

Particulars	Industry P/E (Number of times)
<b>Industry</b>	
Highest	23.79
Lowest	0
<b>Average</b>	<b>11.90</b>

Notes:

1. The industry P / E ratio mentioned above is for the financial year ended March 31, 2024.
2. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on June 10, 2024, divided by the Diluted EPS for Financial year ended March 31, 2024.
3. All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the Stock Exchanges.

#### 4. Return on Net Worth (“RoNW”)

Derived from the Restated Financial Statements:

Fiscal	RoNW (%)	Weight
<b>Fiscal 2024</b>	23.12	3
<b>Fiscal 2023</b>	12.53	2
<b>Fiscal 2022</b>	3.75	1
<b>Weighted Average</b>	<b>16.36</b>	

Notes:

1. Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights.
2. The figures disclosed above are based on the Restated Financial Statements of our Company.
3. Return on Net Worth (%) = Restated Profit/(loss) attributable to owners of the holding company/ net worth at the end of the year/period.
4. Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest).

#### 5. Net asset value per Equity Share (face value of ₹ 10 each)

Net Asset Value per Equity Share derived from the Restated Financial Statements:

Particulars	Amount (₹)
<b>Net Asset Value per Equity Share as of 31<sup>st</sup> March 2024</b>	17.58
<b>Net Asset Value per Equity Share as of 31<sup>st</sup> March 2023</b>	13.48
<b>Net Asset Value per Equity Share as of 31<sup>st</sup> March 2022</b>	10.92
<b>After completion of the Offer</b>	
<b>(i) At Floor price</b>	29.56
<b>(ii) At Cap Price</b>	30.31
<b>Offer Price per equity share</b>	68.00/-

Notes:

1. Net Asset Value per Equity Share is calculated as total equity divided by total number of outstanding equities shares during the respective year.
2. The Company approved the issue of seventy-eight bonus shares of face value ₹ 10 each for everyone existing fully paid-up equity share of face value ₹ 10 each.

## 6. Comparison with listed industry peer:

Name of the Company	For the year ended March 31, 2024						
	Face value (₹)	Revenue from operations	Basic EPS	Diluted EPS	P/E (based on Diluted EPS)	Return on average net worth (%)	NAV per Equity Share (₹)
		(₹ in Lakhs) <sup>(1)</sup>	(₹)	(₹)			
Durlax Top Surface	10	9,076.42	4.06	4.06	16.75	23.12	17.58
<b>Peer Group</b>							
Kaka Industries Limited	10	17,021.63	10.34	10.34	17.53	25.25	37.69
Dhabriya Plywood Limited	10	21,163.30	13.01	13.01	23.79	17.10	76.08
Pokarna Limited	2	3,796.57	(1.03)	(1.03)	-	(5.63)	38.63

Source: The financial information for listed industry peers mentioned above is basis (if applicable) sourced from the Annual Reports of the peer company uploaded on the BSE website for the year ended March 31, 2024.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on June 10, 2024, divided by the Diluted EPS for Financial year ended March 31, 2024.
2. RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the outstanding number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 29, 114, 166 and 163, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

## 7. Key financial and operational performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse business performance, which as a result, help us in analysing the growth of various verticals.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹ Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
EBITDA (₹ Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.

KPI	Explanations
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital employed (RoCE) (%)	It is calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 7, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by N. K. Mittal & Associates., Chartered Accountants, by their certificate dated June 7, 2024.

#### 8. Financial KPI of our Company

Metric	As of and for the Fiscal		
	2024	2023	2022
Revenue From operations (₹ in Lakhs)	9,076.42	6,673.83	4,735.82
Total revenue (₹ in Lakhs)	9,083.93	6,684.20	4,741.81
EBITDA (₹ in Lakhs)*	1,073.78	779.87	649.31
EBITDA Margin (%)	11.83	11.69	13.71
Profit after tax (₹ in Lakhs)	505.07	209.44	48.42
PAT Margin (%)	5.56	3.14	1.02
Return on Equity (ROE) (%)	26.20	14.13	3.96
Debt To Equity Ratio	2.78	2.21	3.04
Interest Coverage Ratio*	2.28	1.59	1.17
Return on Capital Employed (ROCE) (%)	20.20	16.13	12.35
Current Ratio	1.34	1.34	1.26
Net Capital Turnover Ratio	5.06	5.46	4.70

\* Excluding Processing Fees

#### Notes:

- As certified by N. K. Mittal & Associates., Chartered Accountants pursuant to their certificate dated June 7, 2024. The Audit committee in its resolution dated June 07, 2024, has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.
- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income.
- EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes but before other comprehensive income by our revenue from operations.
- Return on equity (RoE) is equal to profit after tax for the year divided by the average total equity during that period and is expressed as a percentage.
- Debt to equity ratio is calculated by dividing the debt (excluding lease liabilities) by total equity (which

includes issued capital and all other equity reserves).

- h) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost payment.
- i) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total assets minus current liabilities.
- j) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- k) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 166 for the reconciliation and the manner of calculation of our key financial performance indicators.

## 9. Comparison of financial KPIs of our Company and our listed peer.

Metric	Durlax Top Surfaces Limited			Kaka Industries Limited	Dhabriya Polywood Limited	Pokarna Limited
	As of and for the Fiscal			As of and for the Fiscal		
	2024	2023	2022	2024	2024	2024
Revenue From operations (₹ in Lakhs)	9,076.42	6,673.83	4,735.82	17,021.63	21,163.30	3,796.57
Total revenue (₹ in Lakhs)	9,083.93	6,684.20	4,741.81	17,040.40	21,163.30	4,560.74
EBITDA (₹ in Lakhs)	1,073.78	779.87	649.31	2,123.86	3,101.20	(259.67)
EBITDA Margin (%)	11.83	11.69	13.71	12.48	14.65	(6.84)
Profit after tax (₹ in Lakhs)	505.07	209.44	48.42	1,299.74	1,408.20	(674)
PAT Margin (%)	5.56	3.14	1.02	7.64	6.65	(17.75)
Return on Equity (ROE) (%)	26.20	14.13	3.96	36.57	18.63	(0.14)
Debt To Equity Ratio	2.78	2.21	3.04	0.87	0.64	0.35
Interest Coverage Ratio	2.28	1.59	1.17	10.2	4.85	0.35
Return on Capital Employed (ROCE) (%)	20.20	16.13	12.35	30.94	23.03	0.96
Current Ratio	1.34	1.34	1.26	1.38	1.51	1.27
Net Capital Turnover Ratio	5.06	5.46	4.70	13.70	7.18	4.34

Notes:

- a) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- b) Gross Profit is calculated as Revenue from Operations less Cost of Materials consumed, Purchase of Traded goods, Changes in inventories of finished goods and work-in-progress.

- c) *Gross margin refers to gross profit as a % of total revenues earned during a financial year.*
- d) *EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income.*
- e) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- f) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
- g) *Return on equity (RoE) is equal to profit after tax for the year divided by the average total equity during that period and is expressed as a percentage.*
- h) *Debt to equity ratio is calculated by dividing the debt (excluding lease liabilities) by total equity (which includes issued capital and all other equity reserves).*
- i) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost payment.*
- j) *RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total assets minus current liabilities.*
- k) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- l) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

*\*\* All the information for listed industry peer mentioned above is on a basis and is sourced from their respective audited/unaudited financial results and/or annual report.*

#### **10. Weighted average cost of acquisition (“WACA”), floor price and cap price:**

##### **a) Primary Transactions:**

Our Company has not Offered any Equity Shares or convertible securities, excluding shares Offered under ESOP and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

##### **b) Secondary Acquisition:**

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where our Promoters, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transactions to report to under (a) and (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters / members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Prospectus irrespective of the size of transactions, are as below:

<b>Date Of Allotment/ Transfer</b>	<b>No. Of Equity Shares Allotted/ Transferred*</b>	<b>Face Value Per Equity Share (₹)</b>	<b>Offer Price /Transfer Price Per Equity Share (₹)</b>	<b>Nature Of Transaction</b>	<b>Nature Of Consideration (Cash, Other Than Cash Etc.)</b>	<b>Total Consideration (In ₹ Lakhs)</b>
<b>April 13, 2023</b>	27,000	10	30	Preferential Allotment	Cash	8.10

Date Of Allotment/ Transfer	No. Of Equity Shares Allotted/ Transferred*	Face Value Per Equity Share (₹)	Offer Price /Transfer Price Per Equity Share (₹)	Nature Of Transaction	Nature Of Consideration (Cash, Other Than Cash Etc.)	Total Consideration (In ₹ Lakhs)
March 17, 2023	61,000	10	30	Preferential Allotment	Cash	18.30
February 27, 2023	1,04,000	10	30	Preferential Allotment	Cash	31.20
January 07, 2023	4,00,000	10	30	Preferential Allotment	Cash	120.00
<b>Weighted Average Cost Of Acquisition (Primary Transactions)</b>						<b>30.00</b>

Past Transactions	Weighted Average Cost of Acquisition	Floor Price	Cap Price
	(₹)	₹ 65/-	₹ 68/-
Weighted Average Cost of Acquisition (WACA) of Primary Issuances	30.00	2.17	2.27
Weighted Average Cost of Acquisition (WACA) of Secondary Transactions	NA	NA	NA
<b>Since there were no primary or secondary transactions of equity shares of the company during the 18 months preceding the date of filing of this certificate, the information has been disclosed for price per share of the company based on the last five primary or secondary transactions where promoters /promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) on our board, are a party to the transaction, not older than three years prior to the date of filing of this certificate irrespective of the size of the transaction</b>			
-Based On Primary Transactions	NA	NA	NA

#### 11. Justification for Basis of Offer Price

Explanation for Offer Price / Cap Price being 2.27 times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Issue Price of ₹68/- being 2.27 time of Weighted Average Cost of Acquisition (WACA) of past primary/secondary issuances (as disclosed above) along with our Company's Key Performance Indicators and financial ratios is justified in view of the above mentioned quantitative and qualitative indicators.

#### 12. The Offer Price is 6.8 times of the Face Value of the Equity Shares.

The Offer Price of ₹ 68/- has been determined by our Company and Promoter selling shareholder in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 29, 114, 166 and 163, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.



## STATEMENT OF POSSIBLE TAX BENEFITS

Date: June 7, 2024

To,  
The Board of Directors  
Durlax Top Surface Limited  
301, Jaisingh CommSpace,  
Dayal Das Road, FP362  
W.E. Highway, Vile Parle (East)  
Mumbai – 400057

Dear Sir(s):

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Durlax Top Surface Limited (the “Company” and such offering, the “Issue”)

---

We report that the enclosed statement in Annexure A, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2023 i.e. applicable for FY 2023-24 and AY 2024-25, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. 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. We are neither suggesting nor advising the investor to invest money based on this statement.

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

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

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

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in this Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in this Red Herring Prospectus and Prospectus.

Yours sincerely,

**For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

Membership Number: 046785

Sd/-

**N.K Mittal**

(Partner)

Membership Number: 046785

UDIN: 24046785BKAONC4346

Place: Mumbai

Date: June 7, 2024

## Annexure-A

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

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2023 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

#### A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

#### B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The shareholders of the Company are not entitled to any special tax benefits under the Act.

#### Notes:

- 1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
- 2. The above is as per the Tax Laws as on date.*
- 3. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
- 4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

#### **For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

Sd/-

**N K Mittal**

(Partner)

Membership Number: 046785

UDIN: 24046785BKAONC4346

Place: Mumbai

Date: June 7, 2024

## SECTION V – ABOUT THE COMPANY INDUSTRY OVERVIEW

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Offer have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness, and underlying assumptions are not guaranteed, and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information.*

*Industry sources and publications are also prepared based on information as on 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 and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page 29 and 163 of this Prospectus.*

### **GLOBAL OUTLOOK:**

Global growth, estimated at 3.4 percent in 2022, is projected to fall to 2.9 percent in 2023 before rising to 3.1 percent in 2024. Compared with the October forecast, the estimate for 2022 and the forecast for 2023 are both higher by about 0.2 percentage point, reflecting positive surprises and greater-than-expected resilience in numerous economies. Negative growth in global GDP or global GDP per capita which often happens when there is a global recession is not expected. Nevertheless, global growth projected for 2023 and 2024 is below the historical (2000–19) annual average of 3.8 percent. The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation- especially in advanced economies as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging markets and developing economies, growth is estimated to have bottomed out in 2022. Following the path of global demand, world trade growth is expected to decline in 2023 to 2.4 percent, despite an easing of supply bottlenecks, before rising to 3.4 percent in 2024.

For advanced economies, growth is projected to decline sharply from 2.7 percent in 2022 to 1.2 percent in 2023 before rising to 1.4 percent in 2024, with a downward revision of 0.2 percentage point for 2024. About 90 percent of advanced economies are projected to see a decline in growth in 2023.

In the United States, growth is projected to fall from 2.0 percent in 2022 to 1.4 percent in 2023 and 1.0 percent in 2024. With growth rebounding in the second half of 2024, growth in 2024 will be faster than in 2023 on a fourth-quarter-over-fourth-quarter basis, as in most advanced economies.

Growth in the United Kingdom is projected to be –0.6 percent in 2023, a 0.9 percentage point downward revision from October, reflecting tighter fiscal and monetary policies and financial conditions and still-high energy retail prices weighing on household budgets.

For emerging market and developing economies, growth is projected to rise modestly, from 3.9 percent in 2022 to 4.0 percent in 2023 and 4.2 percent in 2024, with an upward revision of 0.3 percentage point for 2023 and a downward revision of 0.1 percentage point for 2024. About half of emerging markets and developing economies have lower growth in 2023 than in 2022.

Growth in emerging and developing Asia is expected to rise in 2023 and 2024 to 5.3 percent and 5.2 percent, respectively, after the deeper-than-expected slowdown in 2022 to 4.3 percent attributable to China’s economy. China’s real GDP slowdown in the fourth quarter of 2022 implies a 0.2 percentage point downgrade for 2022 growth to 3.0 percent the first time in more than 40 years with China’s growth below the global average. Growth in China is projected to rise to 5.2 percent in 2023, reflecting rapidly improving mobility, and to fall to 4.5 percent in 2024 before settling at below 4 percent over the medium term amid declining business dynamism and slow progress on structural reforms. Growth in India is set to decline from 6.8 percent in 2022 to 6.1 percent in 2023 before picking up to 6.8 percent in 2024, with resilient domestic demand despite external headwinds.

### **Inflation Peaking:**

About 84 percent of countries are expected to have lower headline (consumer price index) inflation in 2023 than in 2022. Global inflation is set to fall from 8.8 percent in 2022 (annual average) to 6.6 percent in 2023 and 4.3 percent in 2024—above pre-pandemic (2017–19) levels of about 3.5 percent.

In advanced economies, annual average inflation is projected to decline from 7.3 percent in 2022 to 4.6 percent in 2023 and 2.6 percent in 2024—above target in several cases.

In emerging markets and developing economies, projected annual inflation declines from 9.9 percent in 2022 to 8.1 percent in 2023 and 5.5 percent in 2024, above the 4.9 percent pre-pandemic (2017–19) average.

In low-income developing countries, inflation is projected to moderate from 14.2 percent in 2022 to 8.6 percent in 2024—still high, but close to the pre-pandemic average.

### Overview of the World Economic Outlook Projections:

*(Percent change, unless noted otherwise)*

Country/Group	2021	2022E	2023P	2024P
World Output	6.2	3.4	2.9	3.1
Advanced Economies	5.4	2.7	1.2	1.4
United States	5.9	2.0	1.4	1.0
Euro Area	5.3	3.5	0.7	1.6
Japan	2.1	1.4	1.8	0.9
United Kingdom	7.6	4.1	-0.6	0.9
Canada	5.0	3.5	1.5	1.5
Other Advanced Economies*	5.3	2.8	2.0	2.4
Emerging Market and Developing Economies	6.7	3.9	4.0	4.2
Emerging and Developing Asia	7.4	4.3	5.3	5.2
China	8.4	3.0	5.2	4.5
India <sup>#</sup>	8.7	6.8	6.1	6.8
Emerging and Developing Europe	6.9	0.7	1.5	2.6
Latin America and the Caribbean	7.0	3.9	1.8	2.1
Middle East and Central Asia	4.5	5.3	3.2	3.7
<b>Sub-Saharan Africa</b>	<b>4.7</b>	<b>3.8</b>	<b>3.8</b>	<b>4.1</b>

*E: Estimate*

*P: Projections*

\* Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

<sup>#</sup> For India, data and projections are presented on a fiscal year basis, with FY 2022-23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.4 percent in 2023 and 6.8 percent in 2024 based on calendar year.

The global fight against inflation, Russia's war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023.

Despite these headwinds, real GDP was surprisingly strong in the third quarter of 2022 in numerous economies, including the United States, the euro area, and major emerging market and developing economies. The sources of these surprises were in many cases domestic: stronger-than-expected private consumption and investment amid tight labour markets and greater-than-anticipated fiscal support. Households spent more to satisfy pent-up demand, particularly on services, partly by drawing down their stock of savings as economies reopened. Business investment rose to meet demand. On the supply side, easing bottlenecks and declining transportation costs reduced

pressures on input prices and allowed for a rebound in previously constrained sectors, such as motor vehicles. Energy markets have adjusted faster than expected to the shock from Russia's invasion of Ukraine.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most-though not all-major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>

### **INDIAN OUTLOOK:**

India was one of the fastest growing economies in the world with real GDP growing 7.7 percent year-on-year during Q1-Q3 fiscal year 2022-23 (April-March, FY22-23). Growth was underpinned by robust domestic demand—strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. While the overall growth momentum remains robust and real GDP growth for FY22-23 is estimated to be 6.9 percent, there were signs of moderation in Q3 as growth slowed to 4.4 percent year-on-year (y-o-y). There was also a change in the composition of domestic demand in Q3 FY22-23 with a lower share from government consumption as fiscal consolidation efforts continued. Estimates suggest that the pandemic induced a spike in extreme poverty (\$2.15), of up to 4 percentage points, moderated in FY21-22.

Headline inflation averaged around 6.6 percent in FY22-23. Average inflation in H2 FY22-23 was almost 1 percentage point lower than the first half as inflationary pressures began to taper and the combination of supply side measures (such as export restrictions) and monetary policy tightening began to take effect. Notwithstanding the moderation, headline inflation remains above the Reserve Bank of India's (RBI) target range of 2–6 percent. The gradual moderation in price pressures was led by a decline in food inflation (the single largest component of headline inflation) and easing fuel prices on the back of softening in global oil prices. However, the core inflation remained elevated in FY22-23, averaging around 6.1 percent over the fiscal year.

The current account deficit narrowed from 3.3 percent of GDP in H1 FY22-23 to 2.2 percent in Q3 FY22-23. The current account balance remains adequately financed by robust net capital inflows and foreign direct investment inflows. The rupee has depreciated by 9.1 percent since April 2022, but the pace of depreciation showed signs of slowing in H2.

India's economy has been relatively resilient to challenging external conditions, real GDP growth is likely to moderate to 6.3 percent in FY23-24 from the estimated 6.9 percent in FY22-23.

(Source: <https://documents1.worldbank.org/curated/en/099926004032338633/pdf/IDU05899cc410fae104e1708fed09a0345ca6f6c.pdf>)

### **GDP revisions point to India's resilience in the past:**

India recently released GDP estimates for the October–December quarter of FY 2022–23 (Q3) along with revisions of the past three years' data. GDP data suggests that India emerged stronger from the pandemic than initially assumed, with growth gathering steady momentum since FY 2022–23 (figure 1). GDP growth for FY 2020–21 was revised up by 0.77 percentage points, implying the recession was not as deep as previously thought. For FY 2021–22, meanwhile, growth was revised up from 8.7% to 9.1%, suggesting stronger rebound. This upward revision was primarily because of the stronger-than-anticipated growth in manufacturing and construction.

## The revision in growth numbers—then and now

		GVA			GDP		
		Old	New	Change in bps	Old	New	Change in bps
<b>FY20</b>	<i>Annual</i>	3.7	3.9	28	3.7	3.9	14
	Q1	-21.4	-21.0	35	-23.8	-23.4	43
	Q2	-5.9	-5.1	78	-6.6	-5.7	88
	Q3	2.1	2.8	68	0.7	1.6	89
	Q4	5.7	6.3	62	2.5	3.4	87
<b>FY21</b>	<i>Annual</i>	-4.8	-4.2	61	-6.7	-5.8	83
	Q1	18.1	20.2	215	20.1	21.6	145
	Q2	8.3	9.3	103	8.4	9.1	71
	Q3	4.7	4.7	4.5	5.4	5.2	-20
	Q4	3.9	3.9	1.2	4.1	4.0	-14
<b>FY22</b>	<i>Annual</i>	8.1	8.8	70	8.8	9.1	29
	Q1	12.7	12.1	-64	13.5	13.2	-31
	Q2	5.6	5.5	-12	6.3	6.3	-2
	Q3	-	4.6	-	-	4.4	-
	Q4	-	-	-	-	-	-
<b>FY23</b>	<i>Annual</i>	6.7	6.6	-8.4	7.0	7.0	5

Source: Press Information Bureau, Government of India; Centre for Monitoring Indian Economy (CMIE); Deloitte research.

Data for the latest quarter (Q3) points to 4.4% year-over-year (YoY) growth in Q3, which is close to what we had estimated (4.5% YoY) in January. Although it appears to be the weakest quarter of this fiscal, the significant upward revision of last year's data increased the base for this year's growth estimates.

Two observations are worth noting: Despite the global slowdown, exports performed well, probably because of the depreciated currency against the dollar. While goods exports remained modest, India's services exports skyrocketed by 30% between April and February. A strong digitization drive the world over, cost-cutting measures by businesses to deal with the impending slowdown, and the growing trend of remote working increased demand for exports of services in technology, where India has a comparative advantage. Interestingly, the share of business and professional services in total services exports also increased as companies globally now prefer outsourcing a wide range of professions, such as accounting, audit, R&D, quality assurance, and after-sales service.

### GDP data in the past few quarters

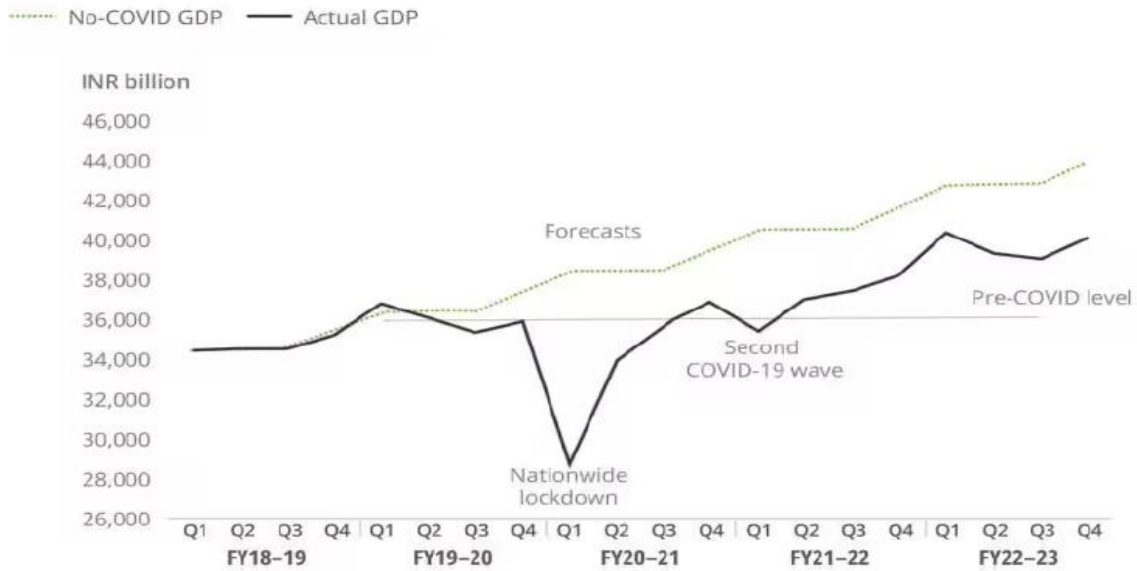
YoY (%)	Sep 21	Dec 21	Mar 22	Jun 22	Sep 22	Dec 22
<b>The demand side</b>						
<b>GDP</b>	9.1	5.2	4.0	13.2	6.3	4.4
Consumption	14.2	10.8	4.7	20.0	8.8	2.1
Government spending	11.7	5.8	11.8	1.8	-4.1	-0.8
Gross fixed capital formation	12.4	1.2	4.9	20.6	9.7	8.3
Exports	25.1	27.8	22.4	19.7	12.3	11.3
Imports	26.6	19.7	6.7	33.7	25.9	10.9
<b>The supply side</b>						
<b>GVA</b>	9.3	4.7	3.9	12.1	5.5	4.6
Agriculture	4.8	2.3	4.1	2.5	2.4	3.7
Manufacturing	6.6	1.3	0.6	6.4	-3.6	-1.1
Construction	10.8	0.2	4.9	16.2	5.8	8.4
Services	11.1	7.6	4.9	16.3	9.4	6.2

Sources: Press Information Bureau, Government of India; CMIE.

Deloitte Insights | [deloitte.com/insights](https://deloitte.com/insights)

## India's GDP is witnessing a strong rebound

Real GDP (seasonally adjusted, level values)



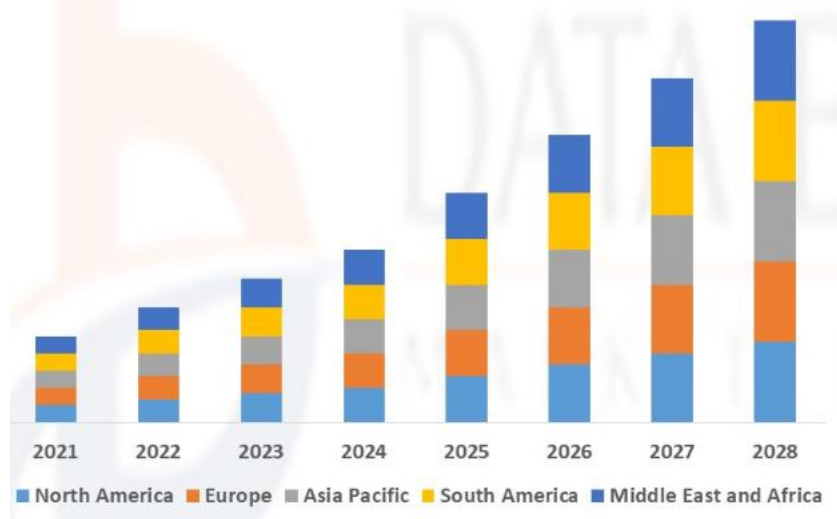
Sources: CMIE; Deloitte research.

Deloitte Insights | [deloitte.com/insights](https://deloitte.com/insights)

## Global Solid Surfaces Industry

Global Acrylic Solid Surface Market, By Product Type (Casting Molding Solid Surface, Extrusion Molding Solid Surface), Application (Commercial, Residential), Country (U.S., Canada, Mexico, Brazil, Argentina, Rest of South America, Germany, France, Italy, U.K., Belgium, Spain, Russia, Turkey, Netherlands, Switzerland, Rest of Europe, Japan, China, India, South Korea, Australia, Singapore, Malaysia, Thailand, Indonesia, Philippines, Rest of Asia-Pacific, U.A.E, Saudi Arabia, Egypt, South Africa, Israel, Rest of Middle East and Africa) Industry Trends and Forecast to 2028.

Global Acrylic Solid Surface Market is Expected to Account for USD XX Million by 2028



Market Analysis and Insights : Global Acrylic Solid Surface Market

The acrylic solid surface market will grow at a rate of 3.55% for the forecast period of 2021 to 2028. Rise in the construction on a global-scale, both in the residential and commercial sectors is a vital factor driving the growth of acrylic solid surface market.

Acrylic solid surface is defined as a man-made material which is composed of alumina trihydrate (ATH), acrylic, epoxy or polyester resins and pigments. It is generally used in seamless countertop installations and can be heated and bent in three-dimensional shapes through a process known as thermoforming.

Increase in the use of aesthetically appealing designs with various colours and shapes to beautify homes is the vital factor escalating the market growth, also rise in the rapid urbanization in non-residential units such as corporate offices, public toilets, malls and shopping complexes, hospitals, and schools and rise in the industrialization in some parts of the world are the major factors among others driving the acrylic solid surface market. Moreover, rise in the research and development activities in the market and rise in the demand from emerging economies will further create new opportunities for the acrylic solid surface market in the forecast period of 2021- 2028.

However, increased cost of finished products is the major factors among others acting as a restraint, and will further challenge the growth of acrylic solid surface market in the forecast period mentioned above.

This acrylic solid surface market report provides details of new recent developments, trade regulations, import export analysis, production analysis, value chain optimization, market share, impact of domestic and localised market players, analyses opportunities in terms of emerging revenue pockets, changes in market regulations, strategic market growth analysis, market size, category market growths, application niches and dominance, product approvals, product launches, geographical expansions, technological innovations in the market. To gain more info on the acrylic solid surface market contact Data Bridge Market Research for an Analyst Brief, our team will help you take an informed market decision to achieve market growth.

#### Acrylic Solid Surface Market Scope and Market Size

The acrylic solid surface market is segmented on the basis of product type and application. The growth amongst the different segments helps you in attaining the knowledge related to the different growth factors expected to be prevalent throughout the market and formulate different strategies to help identify core application areas and the difference in your target markets.

- Based on product type, the acrylic solid surface market is segmented into casting molding solid surface and extrusion molding solid surface.
- The acrylic solid surface market is also segmented on the basis of application into commercial and residential.

#### Acrylic Solid Surface Market Country Level Analysis

The acrylic solid surface market is analysed and market size, volume information is provided by country, product type and application as referenced above.

The countries covered in the acrylic solid surface market report are U.S., Canada and Mexico in North America, Germany, France, U.K., Netherlands, Switzerland, Belgium, Russia, Italy, Spain, Turkey, Rest of Europe in Europe, China, Japan, India, South Korea, Singapore, Malaysia, Australia, Thailand, Indonesia, Philippines, Rest of Asia-Pacific (APAC) in the Asia-Pacific (APAC), Saudi Arabia, U.A.E, Israel, Egypt, South Africa, Rest of Middle East and Africa (MEA) as a part of Middle East and Africa (MEA), Brazil, Argentina and Rest of South America as part of South America.

North America dominates the acrylic solid surface market due to large presence of key market players along with increasing construction activities in both the residential and commercial sectors in this region.

The country section of the acrylic solid surface market report also provides individual market impacting factors and changes in regulation in the market domestically that impacts the current and future trends of the market. Data points such as consumption volumes, production sites and volumes, import export analysis, price trend analysis, cost of raw materials, down-stream and upstream value chain analysis are some of the major pointers used to forecast the market scenario for individual countries. Also, presence and availability of global brands and their challenges faced due to large or scarce competition from local and domestic brands, impact of domestic tariffs and trade routes are considered while providing forecast analysis of the country data.

#### Competitive Landscape and Acrylic Solid Surface Market Share Analysis



The acrylic solid surface market competitive landscape provides details by competitor. Details included are company overview, company financials, revenue generated, market potential, investment in research and development, new market initiatives, global presence, production sites and facilities, production capacities, company strengths and weaknesses, product launch, product width and breadth, application dominance. The above data points provided are only related to the companies' focus related to acrylic solid surface market.

The major players covered in the acrylic solid surface market report are DuPont, LG HAUSYS, Hanwha Group, LOTTE Chemical CORPORATION, Durasein, ARISTECH SURFACES LLC, Wilsonart LLC, Guangzhou Gelandi New Material Co., Ltd, Guangdong Fusheng new materials, Kingkonree International China Surface Industrial Co., Ltd, SYSTEMPOOL and Umiya Carbon Private Limited among other domestic and global players. Market share data is available for global, North America, Europe, Asia-Pacific (APAC), Middle East and Africa (MEA) and South America separately. DBMR analysts understand competitive strengths and provide competitive analysis for each competitor separately.

(Source: <https://www.databridgemarketresearch.com/reports/global-acrylic-solid-surface-market>)

### **Corian Acrylic Solid Surface Market growth upgrade, Latest Trends and Overview till 2030**

The most recent research report on the global “**Corian Acrylic Solid Surface Market**” from 2023 to 2029 offers a comprehensive overview of the market, highlighting current trends, demand, and recent advancements that are anticipated to impact market growth in the near future. The report delves into various aspects including new business opportunities, pricing, revenue generation, gross margin, market size, market share, growth potential, and upcoming strategies employed by leading players. Additionally, it provides detailed profiles of major companies operating in the market, with a focus on market size for different product types (**Casting Molding Solid Surface, Extrusion Molding Solid Surface**), applications (**Hospitals, Hotels**), and geographical regions. The report also analyses the competitive landscape, current status, and emerging trends in the industry.

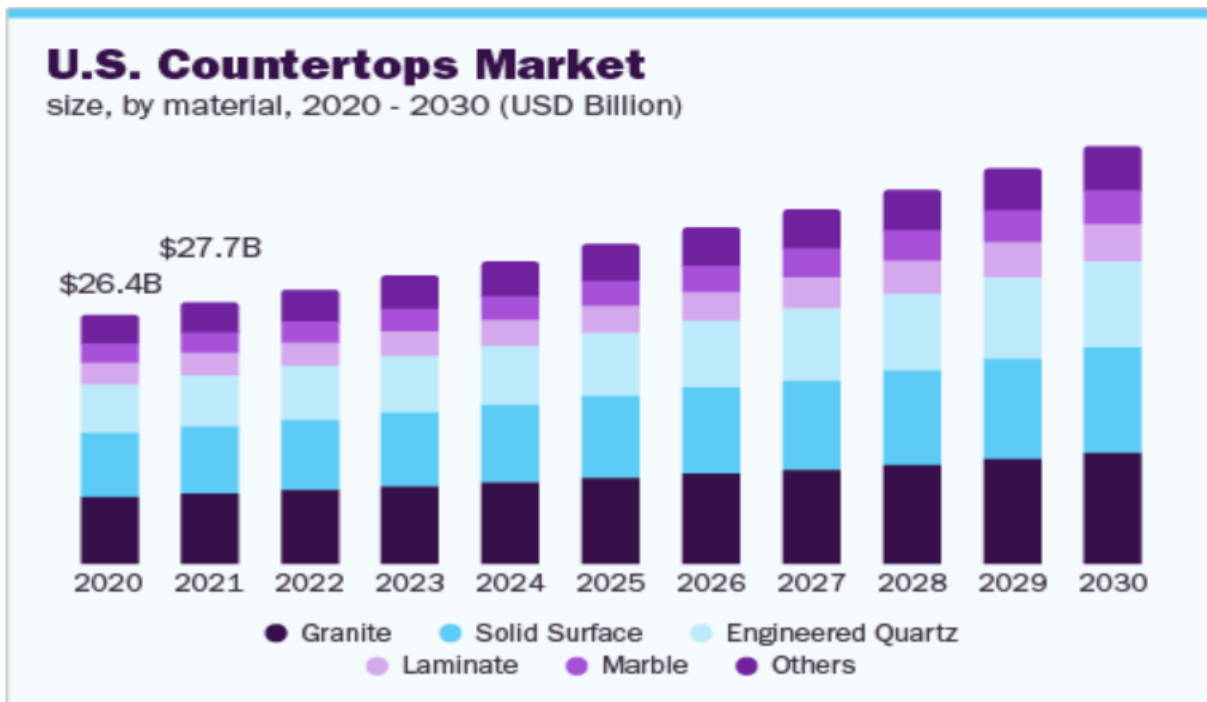
Additionally, the report provides a forecast for the Corian Acrylic Solid Surface Market by regions, type, and application, with sales and revenue projected from 2023 to 2029. The report encompasses an evaluation of the market landscape and its potential growth opportunities in the foreseeable future. It also examines the viability of new investment initiatives, accompanied by overall research findings and conclusions.

The global Corian Acrylic Solid Surface market size was valued at USD 2261.2 million in 2022 and is expected to expand at a CAGR of 4.38Percent during the forecast period, reaching USD 2925.17 million by 2028.

(Source: <https://www.marketwatch.com/press-release/corian-acrylic-solid-surface-market-growth-upgrade-latest-trends-and-overview-till-2030-2023-06-06>)

### **The global countertops market size**

The global countertops market size was valued at USD 131.50 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 6.5% from 2023 to 2030. The increasing preference for multiple bathrooms and spacious kitchens, the rising number of food-serving outlets, and an increasing number of hotel rooms around the world are the major driving factors of the market. In addition, countertops are a fundamental utility in labs, kitchens, retail, workrooms, and bathrooms. Various materials are used to build work platforms according to their practicality, durability, aesthetics, and necessities, such as the necessity for built-in appliances for a particular application.



Countertops are likely to generate significant revenue in the anticipated time frame since they are multipurpose platforms with extensive utilities. The world economy was majorly impacted by the COVID-19 pandemic that spread across the globe. Lockdowns had ordered in many nations around the world to stop the chain and spread of the coronavirus. Moreover, during the pandemic home improvement project increased, especially in developed economies. Moreover, demand for bathroom and kitchen remodeling in the U.S. is at a record high, as COVID-19 vaccination rates rise and hybrid, permanent work-from-home lifestyles are encouraging consumers to refurbish their home layouts.

As a result, the market witnessed significant growth during the pandemic. In addition, the industry is expanding strongly due to an increase in private spending on home improvements and a consistent rise in the residential building industry across the globe. In brand-new homes and during kitchen renovations, countertops are typically added. For instance, in December 2022, according to the U.S. Department of Housing and Urban Development, and the U.S. Census Bureau, privately-owned housing completions in November 2022, were at an annual rate of 10% above October 2022, which were at an annual rate of 6%.

Moreover, there is a surge in bank lending and mortgage refinancing, which makes more credit available for renovating existing homes and hence fuels demand for countertop items. For instance, in March 2022, according to a survey by Discover, approximately 79% of property holders would rather renovate their current home than move to a different one. This is expected to increase the home improvement market. In addition, nearly 58% of millennial and Gen Z homeowners are presently working on home improvements or plan to do so within a couple of months. This is expected to accelerate the industry growth over the forecast period.

With the growing preference for more expensive materials over laminates, the market value of the industry under study is expected to increase during the forecast period. Moreover, cabinetry building materials including rust-free concrete, recycled wood, tactile and leather surfaces, eco-friendly composite stone, and non-porous laminates are among the current countertop industry trends. In addition, the continued rapid development in emerging economies like China, India, and Brazil is further boosting product demand.

Furthermore, the leading players are adopting customer-driven marketing techniques, which may play a crucial role in driving industry growth over the forecast period. For instance, Caesarstone released new types of concrete materials in its Metropolitan Countertop Collection, such as Cloudburst Concrete 4011 and Airy Concrete 4044, which have softer edges and airy visual patterns and are ideally suited for platforms in kitchens, bathrooms, and offices.

#### **Material Insights**

In terms of revenue, the granite material segment dominated the industry in 2022 and accounted for the maximum share of more than 28.65%. The increasing demand for granite for countertops is due to its inherent strength, abrasion resistance, and excellent weathering durability, granite has long been used as an exterior cladding and paving material. It is expected to remain one of the best material options available to modern architects. This is expected to accelerate segment growth over the forecast period. The engineered quartz segment is projected to register a steady CAGR from 2023 to 2030.

The increasing popularity of quartz among consumers for their kitchen and bathroom cabinets is expected to propel the segment's growth. The increasing demand for eco-friendly materials for countertops is accelerating the demand for engineered quartz. Furthermore, the National Institute for Occupational Safety and Health (NIOSH) undertook a study to comprehend how crystalline silica stone (also known as quartz stone) is used and to develop preventative strategies to limit its use as it can lead to respiratory conditions.

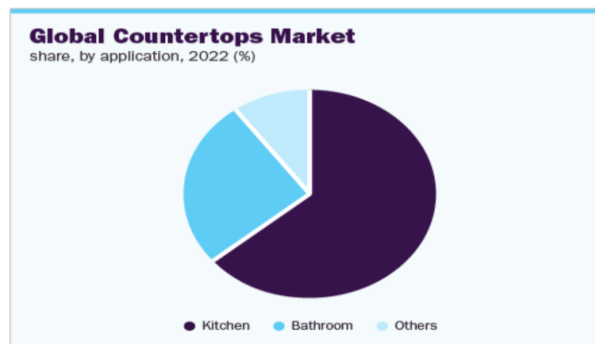
### ***End-user Insights***

The residential segment contributed to the largest share of more than 72.95% of the overall revenue in 2022 and is expected to grow at a steady CAGR from 2023 to 2030. The increasing trend of preferring larger kitchens and multiple bathrooms in single-family houses across developed nations is propelling the segment's growth. Furthermore, rising investments by homeowners in home remodeling as home values increase are driving the segment growth. The commercial segment is expected to grow at the fastest CAGR from 2023 to 2030.

The growing number of hotels, restaurants, bars, and cafés around the world is accelerating the product demand in the commercial segment. Furthermore, the increasing demand for high-end design kitchens and bathrooms, even in budget-level hotels, from travelers is putting pressure on luxury and mid-range hotel owners, who are improving finishes, countertops, and furniture, adding features, and rethinking the guest experience. This will propel the segment growth over the forecast period

### ***Application Insights***

In terms of revenue, the kitchen application segment dominated the industry in 2022 and accounted for the largest share of more than 63.65%. The segment is estimated to remain dominant throughout the forecast period. The rising demand for countertops in the kitchen is accelerating the growth of this application segment. Moreover, a rise in the average share of housing space dedicated to kitchens in new residential constructions is expected to accelerate the segment growth over the forecast period.



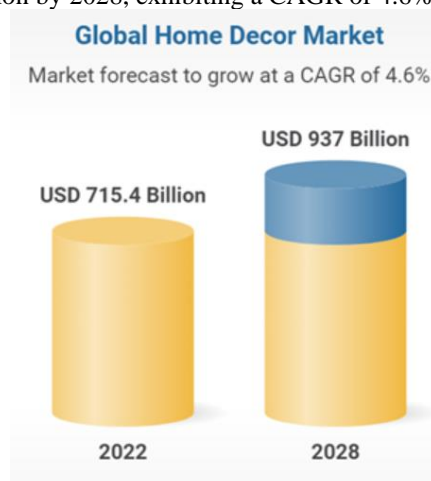
### ***Regional Insights***

Asia Pacific dominated the industry in 2022 and accounted for the largest share of more than 36.40% of the overall revenue. This high share can be attributed to improved living standards and ongoing projects to upgrade residential and non-residential building units. In addition, the continued popularity of countertop replacement as a home improvement activity will drive the market. Furthermore, the product demand will be boosted by the growing consumer interest in porcelain slab, engineered stone, and butcher-block countertops as customers attempt to upgrade from laminates and solid surfaces to more visually pleasing and natural-looking surfaces materials.

(Source: <https://www.grandviewresearch.com/industry-analysis/countertops-market-report>)

### **Home Décor Market**

The global home decor market size reached US\$ 715.4 Billion in 2022. Looking forward, the publisher expects the market to reach US\$ 937.0 Billion by 2028, exhibiting a CAGR of 4.6% during 2022-2028.



(Source: <https://www.researchandmarkets.com/report/home-decor>)

### **Indian Solid Surfaces Industry:**

#### **Countertops Market Analysis**

The market value of the market studied is set to rise in the forecast period due to an increasing preference for higher-priced kitchen counter-top materials rather than laminates. The ongoing strong advances in developing markets, such as China, India, and Brazil, are further propelling the demand for countertops.

#### **Asia-Pacific Region to be the Fastest Growing Market**

The Asia-Pacific region was one of the largest markets for Countertops the Asia-Pacific region is anticipated to witness further growth in the sale of Countertops in the forecast period primarily in developing economies such as India and China.

In China, which is the fastest-growing market for Countertop products in Asia, the demand for countertop products is expected to witness growth attributed to factors such as the rising living standards of consumers and continued projects aimed at modernizing housing and non-residential building units. India is the region's second-fastest-growing market, and the country is likely to witness an increase in sales of countertop products owing to factors like economic growth, an increase in the rising disposable income of people, expansion of distribution networks, and growth in the construction sector.

(Source: <https://www.mordorintelligence.com/industry-reports/countertops-market>)

### **Home Décor Market:**

The India home furnishings market size reached INR 48,625 Crore in 2022. Looking forward, the market to reach INR 78,536 Crore by 2028, exhibiting a growth rate (CAGR) of 8.23% during 2023-2028.

Home furnishings include furniture, appliances, rugs, cooking utensils, art objects, wall-to-wall carpeting, built-in ovens, ranges, and dishwashers. They aid in providing an appeal and comfortable ambiance to different spaces of a home, including the bedroom, living room, and dining room. There is currently a rise in the availability of innovative and affordable home furnishings across India.

#### **India Home Furnishings Market Trends:**

The thriving e-commerce industry on account of the increasing internet penetration and reliance on smartphones, tablets and laptops represents one of the key factors propelling the growth of the market in India. Additionally, leading players operating in the country are focusing on visually attractive online product displays and aggressive

promotional campaigns to widen their existing consumer base. They are also offering customization to customers, which enables them to request for a specific material and colour of furniture upholstery to match their home décor. Apart from this, the Government of India is introducing campaigns like Make in India that aim at minimizing exports and encouraging domestic manufacturing of home furnishings to offer employment opportunities. In addition, it is implementing Amended Technology Upgradation Fund Scheme (ATUFS) to catalyze capital investments for technology up-gradation and modernization of the textile industry. This, along with the rising foreign direct investment (FDI) in the textile sector and the growing demand for bath and table linen, is driving the market across the country. Moreover, there is an increase in the adoption of luxury home furnishings due to the rising disposable incomes of individuals. Factors, such as the increasing number of households and rapid expansion of interior design businesses across India, are also strengthening the market growth.

(Source: <https://www.imarcgroup.com/india-home-furnishings-market>)

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 20 of this Prospectus for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company’s strengths and its ability to successfully implement its business strategies may be affected by various factors that have an influence on its operations, or on the industry segment in which our Company operates, which may have been disclosed in “Risk Factors” on page 29.*

*This section should be read in conjunction with such risk factors. This section should be read in conjunction with the “Industry Overview” on page 103 of this Prospectus. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the 12-month period ending March 31 of that year.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our “Financial Information”, included in this Prospectus on page 163. Unless the context otherwise requires, in this chapter, reference to “Durlax”, “we”, “us”, “our”, “Company” or “Our Company” refers to Durlax Top Surface Limited.*

### Overview

Our company was originally incorporated as Durlax Archtech Private Limited on May 03, 2010, as a private limited company under the provisions of Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai, Maharashtra. Further, the name of the company was changed to Durlax India Private Limited vide the Certificate of Incorporation pursuant to change of name dated August 23, 2017, issued by RoC, Mumbai, Maharashtra. Subsequently, the name was changed to Durlax Top Surface Private Limited vide Certificate of Incorporation pursuant to change of name dated January 06, 2023, issued by RoC, Mumbai, Maharashtra. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on January 27, 2023, and the name of our Company was changed to “Durlax Top Surface Limited”, and a Fresh Certificate of Incorporation dated March 29, 2023, was issued by RoC, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U74999MH2010PLC202712.

We are engaged in the business of manufacturing of solid surface material, which is sold across India, through an extensive distribution network of distributors and direct customers and also exported to various countries such as Dubai, Bahrain, Greece, Nepal. We operate through two brands namely LUXOR® and SPIRON®, which provide a wide range of solid surfaces. Our LUXOR® brand offers Acrylic UV Solid Surfaces, while SPIRON® offers Modified Solid Surfaces.

Situated in Vapi, our manufacturing facility is equipped with German and South Korean technologies and advanced machinery to produce solid surface materials. We aim to meet the ever-evolving demands of our customers and create functional spaces across various sectors.

Our solid surfaces find applications in residential, commercial, hospitality, healthcare, exterior, and diverse industries, providing stylish and durable solutions for countertops, vanities, offices, retail spaces, hotels, hospitals, outdoor projects, and more.

Our company is founded by Shравan Suthar and Lalit Suthar, both of whom are certified in interior designing. Shравan Suthar is primarily responsible for client acquisition and retention, diligently working to expand our client base and maintain strong customer relationships, fostering continuous business growth. On the other hand, Lalit Suthar oversees comprehensive business development endeavours, particularly focusing on brand marketing solutions.

**The table below sets forth certain key operational and financial metrics for the periods indicated:**

*(₹ in lakhs, unless stated in %)*

Particulars	Fiscal Year		
	2024	2023	2022
Revenue from operations	9,076.42	6,673.83	4,735.82
EBITDA	1,073.78	779.87	649.31

Particulars	Fiscal Year		
	2024	2023	2022
EBITDA Margin	11.83	11.69	13.71
Restated profit for the year	505.07	209.44	48.42
Restated profit for the year as % of Revenue (PAT margin)	5.56	3.14	1.02
Capital employed	4,308.50	3,457.30	3,276.91
ROCE (%)	20.20	16.13	12.35
ROE (%)	26.20	14.13	3.96
Debt-to-Equity ratio	2.78	2.21	3.04

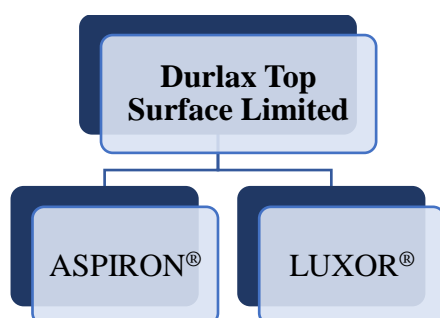
The table set forth below are contribution of our top 10 customers towards our revenue from operations:

(₹ in lakhs, unless stated in %)

Particulars	Revenue from operations	Revenue contribution of our top 10 customers	% Revenue contribution of our top 10 customers
As at March 31, 2024	9,076.42	7,066.73	77.86%
As at March 31, 2023	6,673.83	4,754.21	71.24%
As at March 31, 2022	4,735.82	3,360.90	70.97%

### Product Portfolios

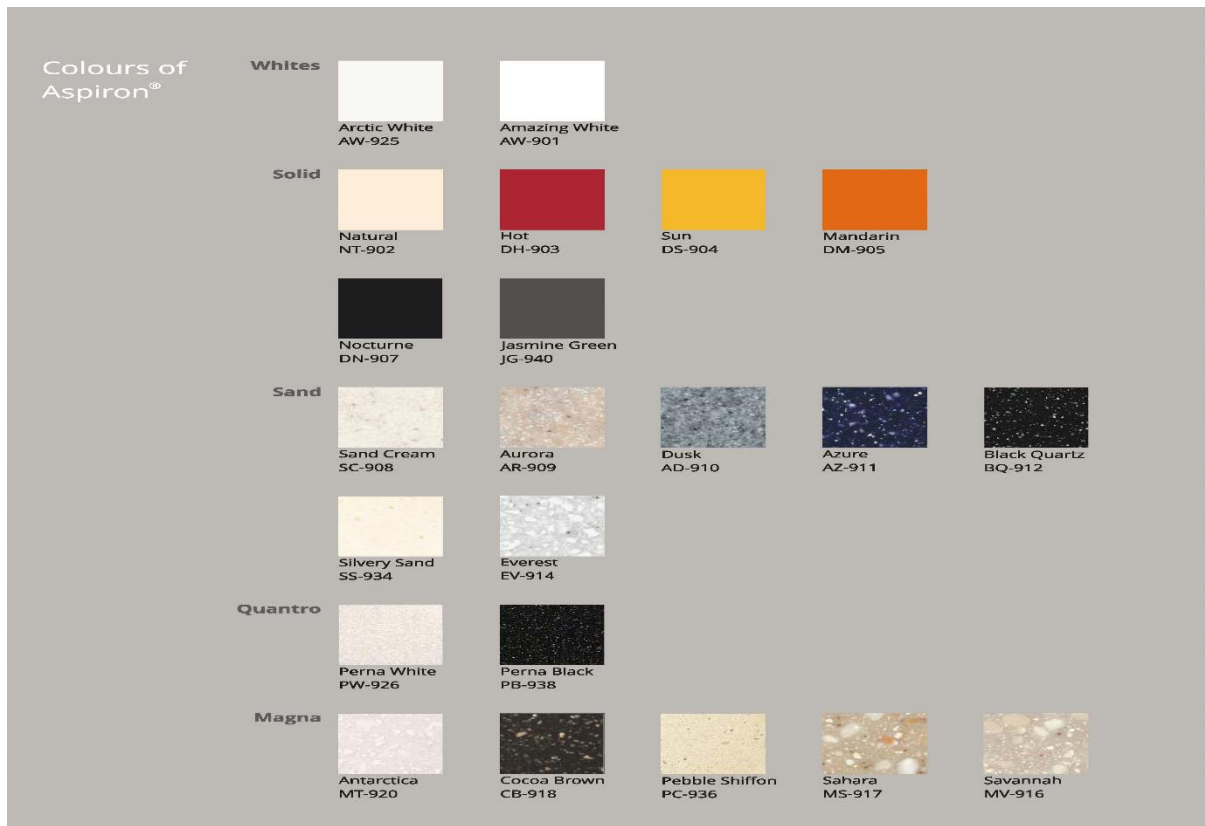
The portfolio of our products comprises of two brands namely; ASPIRON® and LUXOR®:



*Our manufactured product category*

#### A. ASPIRON®

Aspiron® is a solid surface that opens up a variety of design possibilities. It is made with mixture of polyester resin, aluminium trihydrate powder and certain other adhesive. It makes it suitable for various applications, including both residential and commercial environments such as hotels, healthcare facilities, retail spaces, and even marine settings. In India, Aspiron® offers a large palette of over 60 colors, providing choices to suit different preferences and design requirements. Aspiron® exhibits the characteristics of wood, allowing it to be carved, routed, and manipulated to achieve desired shapes and textures. Additionally, it can be molded, thermoformed, or inlaid, expanding the range of design techniques available. The nature of Aspiron® enhances design possibilities, offering variety of options for creating different applications. Various series are included below:



## B. LUXOR®

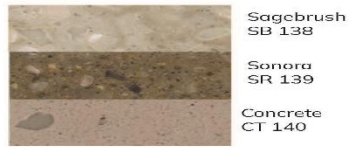
LUXOR® Acrylic UV is made with mixture of mono methyl amine, pvc methyl amine, aluminium trihydrate powder and certain other adhesive. LUXOR® Acrylic UV solid surface offers multipurpose solution. These solid surfaces are suited for a wide range of design applications, both indoors and outdoors, in residential, commercial, and office settings. LUXOR® Acrylic UV solid surfaces demonstrate their commitment to quality. Various series are included below:



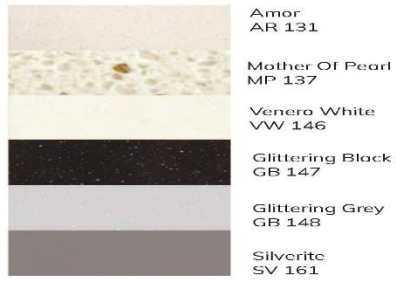
ASPEON



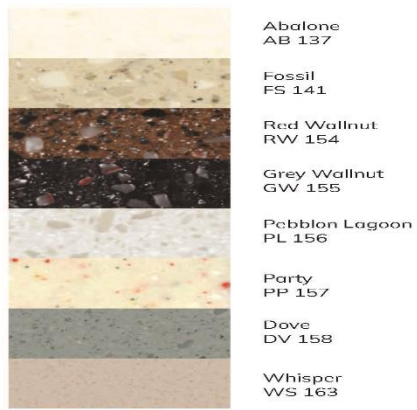
ELION










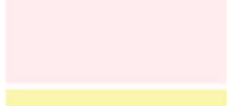
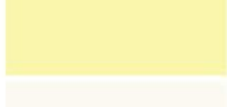






PEARL



PEBBLON



WHITES		Pure White PW 101
		White NW 118
		Absolute White AB 007
MEDI		Medi Blue MB 130
		Fluoro Green FG 142
FLUORON		Fluorange FO 143
		Crimson Red CR 144
NEONS		MINT ICE MI 108
		SKY LITE SL 109
		RUBY RU 110
		LIME ICE LI 111
		GLACIER ICE GI 124
CRAYONS		VANILLA VN 102
		SUNFLOWER SF 121
		RED HOT RH 103

CRAYONS		Steel ST 104
		Claret CL 106
		Marine Blue MB 106
		Coffee Bean MB 107
		Black Bird BB 119
		Spring Green SG 120
		Khakhi KH 126
		Purple Heart KH 127
		Strawberry Wine SW 128
		Charcoal CH 12
		Concrete Grey CG 149
		Cafe Arista CA 150
		Misty Grey MG 151
		French Vanilla FV 152
		Torrente Cherry TC 162
		California Orange CO 153

### Our Unit

We operate from our manufacturing facility in Moti Tambadi Dist. Valsad near Vapi, Gujarat. Our manufacturing facility is supported by infrastructure for storage of raw materials, manufacture of solid surfaces, storage of

finished goods, together with a quality control and research & development laboratory. We source raw materials from suppliers based on quality specifications and cost effectiveness. Easily available materials are procured from suppliers located in close proximity to our registered office/ Unit to minimize inward freight costs and reduce the cost of raw materials. Some specific types of raw materials such as Alumina Tri Hydrate (ATH), Polyvinyl Alcohol (PVA) film, is imported from suppliers based out of South Korea and China.

The power requirements for this facility are met through the local state power grid and power back-ups to operate packaging lines and general lighting, while water is used from inhouse borewell.

Water is procured from the third-party water supplier. To minimize the wastage of water as well as to reduce the water procurement cost, we process the water in effluent treatment plant for recycling and reuse it in the manufacturing process.



### Capacity and Capacity utilisation

The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

Products	Units	2021-22			2022-23			2023-24		
		Capacity	Production	Utilization	Capacity	Production	Utilization	Capacity	Production	Utilization
Solid Surface sheet	No. of Sheet	1,20,000	93,822	78.19%	1,20,000	1,07,000	89.17%	240,000	1,72,724	71.97%

Note:

- Batch per day is considered based on 8 hours working of plant per day.
- No. of working days considered in the FY 2021-22 is 300 days, in the FY 2022-23 is 300 and FY 2023-24 is 300 days.
- Production has achieved 1,72,724 sheets in 2 Shifts.

*As certified by M-Tech Services LLP, Independent Chartered Engineers vide their certificate dated May 1, 2024.*

The information relating to the installed production capacity of our Unit, as included above and elsewhere in this Prospectus are based on various assumptions and estimates that have been considered by the chartered engineer for calculation of our capacity. These assumptions and estimates include the standard capacity calculation practice of the top surface industry after examining the calculations and explanations provided by us. The assumptions and

estimates taken into account include the following: (1) batch per day is considered based on 8 hours of working plant per day; (2) No. of working days considered in all the financial years are 300 days.

### Procurement of Raw Materials



*Purchase requisition:* When the department identifies the need for a particular raw material, a purchase requisition is created, specifying the required quantity, description, and any other relevant details. The requisition is then submitted to the purchase and procurement department for handling procurement requests.

*Negotiation and order:* Upon receiving the purchase requisition, the purchase and procurement team reviews the requirements and initiates the negotiation process with potential suppliers. The negotiation involves discussing pricing, terms and conditions, delivery schedules, and any other relevant factors. Once the negotiation is complete, an order is placed with the chosen supplier, specifying the agreed-upon terms.

*Quotation request:* Before entering into negotiations, it is common to request quotations from multiple suppliers. The purchase and procurement team sends out a quotation request to potential suppliers, providing them with the necessary details and specifications of the desired product or service. Suppliers respond with their quotations, which typically include pricing, delivery timelines, payment terms, and any other relevant information.

*Issue Proforma Invoice:* After the order is placed with the chosen supplier, they generate a proforma invoice. The proforma invoice serves as a preliminary bill, providing a detailed breakdown of costs, including the agreed-upon prices, taxes, shipping charges, and any other applicable fees. This document helps the purchasing organization validate the order details before the final invoice is issued.

*Invoice approval payment:* Once the goods or services are delivered as per the order, the supplier issues a final invoice to the purchasing organization. The invoice is reviewed internally for accuracy, compliance with the order, and any contractual obligations. If everything is in order, the invoice goes through an approval process, usually involving various stakeholders and following internal financial procedures. After approval, payment is made to the supplier based on the agreed-upon payment terms, which could include a variety of methods such as wire transfer, cheque, or electronic payment systems.

*Bifurcation table in a percentage basis of raw material on the basis of its source of origin viz. domestic/international.*

#### As on March 31, 2024

Country	Source	Number of Vendors	Amount (₹ in Lakhs)	Percentage (%) of Total Purchase
India	Domestic	120	7,883.35	96.14%
China	International	3	207.65	2.53%
South Korea	International	1	106.98	1.30%
Vietnam	International	1	2.23	0.03%
<b>Grand Total</b>		<b>125</b>	<b>8,200.21</b>	<b>100.00%</b>

#### As on March 31, 2023

Country	Source	Number of Vendors	Amount (₹ in Lakhs)	Percentage (%) of Total Purchase
India	Domestic	126	5,642.85	92.32%
China	International	4	368.74	6.03%
Netherlands	International	1	13.40	0.22%
South Korea	International	1	82.19	1.34%
Vietnam	International	1	5.11	0.08%
<b>Grand Total</b>		<b>133</b>	<b>6,112.29</b>	<b>100.00%</b>

#### As on March 31, 2022

Country	Source	Number of Vendors	Amount (₹ in Lakhs)	Percentage (%) of Total Purchase
India	Domestic	127	3,953.12	93.60%
China	International	6	196.69	4.66%
Japan	International	1	5.47	0.13%
South Korea	International	1	62.92	1.49%
Vietnam	International	1	5.27	0.12%
<b>Grand Total</b>		<b>136</b>	<b>4,223.47</b>	<b>100%</b>

## Manufacturing Process



*Inspection of Raw Materials:* The raw materials, including Alumina Trihydrate (ATH), acrylic, polyester resin, marble chips, cross links agent, catalyst and colour pigments, are inspected for quality and consistency by our in-house R&D Department. Any impurities or irregularities are identified and removed to ensure a high-quality end product.

*Mixing of Raw Material:* The inspected materials are then accurately measured and mixed in predetermined proportions. This process is typically carried out in a mixer machine. The goal is to achieve a thorough and uniform distribution of the materials to ensure consistent properties throughout the solid surface.

*Vacuum:* After the mixing stage, the blended material is placed in a Stainless-Steel Belt Conveyor. Vacuuming helps remove any trapped air bubbles, ensuring a smooth and void-free surface. This step is important for enhancing the strength and integrity of the solid surface.

*Dry and Solid:* After the vacuuming process is finished, the mixture undergoes heating in the chambers, transforming it from a liquid state to a solid state while simultaneously drying it, resulting in the formation of a Solid Surface Sheet.

*Sanding, Trimming & Backing:* At this point, the surface may undergo sanding and trimming processes to achieve the desired shape, size, and smoothness. The edges and corners are carefully shaped, and any imperfections or excess material are removed. A backing material may also be added to reinforce the solid surface, depending on its intended use.

*Polishing, Filming & Packing:* Once the solid surface has been sanded and trimmed, it undergoes a polishing process to achieve a smooth and glossy finish. This may involve the use of abrasives and polishing compounds. After polishing, a protective film may be applied to safeguard the surface from scratches and damage during transportation and installation. Finally, the solid surfaces are carefully packed and prepared for shipping or distribution.

## Strengths

- **Focusing on multiple end-user industries**

We have over the last few years introduced new categories/designs which have diverse end-use applications. Initially when we started with 20 colours and 2 ranges (6mm and 12 mm). Subsequently, we have successfully producing wide range of thickness (4 mm to 20 mm) with more than 100 different shades and colour option and also established a good presence in Indian and international market in Dubai, Saudi Arabia, Qatar, Greece, USA, Sri Lanka, Bahrain, Nepal, Thailand etc. which has helped us to diversify into more end-user industries such as residential, commercial, hospitality, healthcare, exterior, and diverse industries, and much more. This expansion has facilitated a diversified product portfolio and has helped us create demand for our solid surface across various end-user industries.

- **Wide and diverse range of product offerings**

Over last few years, we have expanded our product brand portfolio to multiple product categories/designs. Having a wide portfolio of product categories/designs enables us to cross-sell to a large customer base (which, in our case, are majorly distributors) who in-turn reach out to large number of retail counters for serving the applicators and eventual end-customer. Having a wide product portfolio also enables our company to efficiently compete with larger solid surface players in the market who also have a wide product offering. Our constant efforts are focused towards continuously identifying market demands and introducing relevant products with high quality.

- **Experienced promoters and management team with industry knowledge and an established track record**

Promoters of our Company have significant industry experience and have been instrumental in the overall growth of our Company. Our promoters have combined industry experience of around 20 years and possess business intellect in the marketing and distribution circles of the solid surfaces industry as they are in this business since many years. Further our Company is managed by a team of experienced personnel. The team comprises of personnel having technical, operational, marketing, and business development experience. We believe that our management team's experience and understanding of the solid surface business will enable us to continue to take advantage of both current and future market opportunities. For further details regarding our management team's experience and qualifications, please see "*Our Management*" on page 142 of this Prospectus. We believe that the knowledge and experience of our promoters and management will enable us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape the competitive environment, and enhance the growth of the business.

- **Diversified distribution network across India catering to customers**

We have established our distribution network strategically over the last several years to meet our goals. Our sales team and distribution network cater to all major cities of India to support the distributor who supply the products to retailers/sub dealer who, in turn, make the product available for end-users like Architects, Interior designer, contractors. Our sales team services the retail network through the distributors by making regular visits, which help in generating secondary sales and increase market presence which results in growing market share of our products. For the financial year ended on March 31, 2024, out of our total revenue from operations, our sales to distributors were about ₹ 58.90 Lakhs which represents 64.89% of our total sales for financial year 2024. We have 16 distributors in financial year 2024. Top 10 distributors contributed upto 64.39% of total sales in Fiscal 2024. Our distributors are also spread across the country having presence in 8 states in Fiscal 2024.

## Strategies

- **Continue to add to product portfolio by introducing new designs**

Our Company's strategy is focused towards introducing new product designs to meet the ever-changing demands of the market as well as garnering the attention of more end-users. This helps in strengthening the relationship with the existing customer network through a wide range of products while also onboarding new customers from untapped segments and regions. Identifying and developing new products designs is a continuous exercise that our management team engages into as we believe that there is an immense demand in the global markets for unique designs, good quality and competitively priced products.

- **Further expand our distribution network across India and globally**

Over the last several years, our Company has constantly expanded the distribution network across the country and this continues to be one of the core strategies of the Company to further expand the distribution network. Having a wider product portfolio and an established brand presence in existing products, provides confidence to new distributors to engage with our Company. While we believe in growing the distribution network, proper area marking and financial credibility check is done before appointing a distributor to ensure a good service and reputation in the market without hurting our existing channel. Profile of every distributor that is on-boarded is matched with our well-established criteria and the relationship with every new distributor is gradually built upon.

- **Continue to drive business based on people-centric policies and practices**

We believe members of our workforce are a key part of our business success and therefore we maintain people-centric policies and practices. While our management leads us ably in achieving our growth and expansion goals, identification and retention of key talent is crucial to our business. We will continue to strive to provide a positive, safe and collaborative working environment to our employees and invest in structured training and upskilling programs for them. This will promote a culture of meritocracy and diversity and drive them give their best output.

- **Marketing**

Our customer base comprises both end consumers and distributors, with the latter acting as aggregators. By focusing on customer engagement, expanding our reach to smaller towns, and leveraging our management's expertise, we are working towards maximizing our sales and marketing potential and ensuring sustained growth for our business.

In shaping our marketing and advertising efforts, we heavily rely on the experience of our management team. We believe that this strategy will prove effective in encouraging repeat business and fostering growth within our existing customer base. Moreover, we aim to tap into new markets through this approach.

The Company's overall process from origination to placement of order by the client is enumerated below:

- Identify the potential clients directly and through distributors through online and offline, reach out to prospective customers and understand their requirements, share a detailed proposal outlining terms and conditions, confirmation of the proposal through a purchase order either through distributor or directly to the Company and completing by delivery and feedback.
- The Company's Sales & Marketing team procures the clients that are either distributors or direct consumers through various offline and online avenues.

- **To increase brand visibility**

The market for our products is highly competitive in nature. Our market goodwill is significantly dependent on brand recall and our ability to compete effectively would significantly depend on our ability to promote and develop our brand. We would continue to associate ourselves with quality customers. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

### **Inventory Management**

Our finished products are stored on-site at our manufacturing facility. We produce a quantity of finished products that is determined based on a combination of confirmed and expected orders.

### **Geographical Presence:**

Revenue bifurcation of domestic and international market:

<b>Fiscal</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Domestic	95.51%	96.98%	96.75%
International	4.49%	3.02%	3.25%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

### **Customer Network and Sales**

For the year ended March 31, 2024, we successfully distributed our products across 7 states and 1 union territories in India, reaching both our distributors and direct customers. Our distribution network and robust infrastructure have enabled us to serve our customers efficiently and effectively.

The total number and the locations of distributors across India:

**As on March 31, 2024**

State	Number of Distributors	Sales (₹ in Lakhs)	Percentage (%) of Total Sales
Chattisgarh	1	0.11	0.00%
Delhi	3	103.73	1.14%
Karnataka	1	220.02	2.42%
Maharashtra	5	5,325.58	58.67%
Odisha	2	25.10	0.28%
Tamil nadu	1	56.43	0.62%
Telangana	1	37.89	0.42%
Uttar pradesh	2	120.77	1.33%
<b>Total</b>	<b>16</b>	<b>5,889.63</b>	<b>64.89%</b>

*P.S. The Company do not have any distributor outside India.*

**As on March 31, 2023**

State	Number of Distributors	Sales (₹ in Lakhs)	Percentage (%) of Total Sales
Maharashtra	8	4,038.43	60.51%
Karnataka	4	28.13	0.42%
Delhi	2	108.32	1.62%
Gujarat	2	17.86	0.27%
Telangana	2	81.71	1.22%
Uttar Pradesh	2	146.93	2.20%
Chhattisgarh	1	7.38	0.11%
Madhya Pradesh	1	6.55	0.10%
Tamil Nadu	1	44.58	0.67%
<b>Total</b>	<b>23</b>	<b>4,479.90</b>	<b>67.12%</b>

*P.S. The Company do not have any distributor outside India.*

**As on March 31, 2022**

State	Number of Distributors	Sales (₹ in Lakhs)	Percentage (%) of Total Sales
Maharashtra	6	2,941.29	62.11%
Karnataka	3	48.99	1.03%
Uttar Pradesh	3	180.04	3.80%
Gujarat	2	13.49	0.28%
Bihar	1	5.11	0.11%
Chhattisgarh	1	13.21	0.28%
Delhi	1	42.48	0.90%
Madhya Pradesh	1	9.66	0.20%
Tamil Nadu	1	18.47	0.39%
Telangana	1	29.97	0.63%
West Bengal	1	26.95	0.57%
<b>Total</b>	<b>21</b>	<b>3,329.66</b>	<b>70.31%</b>

*P.S. The Company do not have any distributor outside India.*

**Domestic state wise revenue bifurcation:**

Name of state	For the year ended March 31, 2024 (% of revenue of operation)
Maharashtra	71.86%
Karnataka	2.63%
Telangana	0.77%
Gujarat	0.95%
Tamil Nadu	1.36%
Delhi	2.79%



Name of state	For the year ended March 31, 2024 (% of revenue of operation)
Odisha	9.18%
Uttar Pradesh	4.35%
Andhra Pradesh	0.03%
Assam	0.12%
Chattisgarh	0.01%
Dadra Nagar Haveli Daman Diu	0.10%
Haryana	0.66%
Jharkhand	0.02%
Kerala	0.01%
Madhya Pradesh	0.35%
Meghalaya	0.03%
Rajasthan	0.09%
West Bengal	0.20%

We supply our products to the distributors based on purchase orders issued. Upon receipt of orders, the products are dispatched from the inventory maintained at the manufacturing unit after due verification of the credit cycle of the distributor.

### Logistics

Our raw materials and finished products are primarily transported by road. Our suppliers directly deliver our raw materials to our manufacturing facility. We outsource the delivery of our products to third-party logistics companies. We rely on freight forwarders to deliver our products from our manufacturing facility to our depots and onwards to distributor outlets. We do not have long-term contractual relationships with our freight forwarders.

### Utilities and infrastructure facilities

- **Registered Office**

Our registered office is situated at 301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.

Our office is equipped with computer systems, servers, relevant softwares and other communication equipments, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

- **Power and Electricity**

Our Company meets its power requirements at our registered office and at our manufacturing unit from Adani Electricity and Dakshin Gujarat Vij Company Limited, respectively, and the same is sufficient for our day-to-day functioning.

- **Water**

Our registered office has adequate water supply arrangements for human consumption purposes. The requirements are fully met at our existing premises.

### Technical Collaborations/ performance guarantee

Our Company does not have any technical collaborations or performance guarantee as on the date of this Prospectus.

### Competition

The Solid surface industry in India is highly fragmented and competitive. Competition is faced by our business from other existing and new distributors and manufacturers of Solid surface products. We engage with our competitors on a regional or product line basis. Many of our competitors may have substantially large capital

bases and resources than we do and may offer a broader range of products. We believe that the principal factors affecting competition in our business include client relationships, reputation, market focus, and the relative quality, and price of the products and any ancillary service provided. We believe that we are able to distinguish ourselves from our competitors on the basis of our experienced management, our marketing strength, our customer network and reputation, and the availability & timeliness of specific product deliveries. We compete against our competitors by establishing ourselves as a knowledge-based company with cordial relations with various suppliers, which enables us to provide our customers with the specified quantities at competitive rates to meet their requirements.

### Quality Control

We place significant emphasis on quality control. Our quality management system with respect to our manufacturing facility has been certified to conform to ISO 9001:2015 and ISO 14001:2015 requirements, subject to periodic audits conducted by ISO. We inspect the raw materials we receive, work-in-progress and final products. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw material, production to inventory storage. Our manufacturing facility has personnel responsible for monitoring the parameters of equipment, stability of materials, reporting any irregularities in the manufacturing processor the final output and making adjustments accordingly.

### Insurance

We maintain insurance coverage under various insurance policies for, among other things, fire, stock insurance etc, as may be required. We believe that we maintain all material insurance policies that are customary for companies operating in our industry. The insurance policies are reviewed periodically to ensure that the coverage is adequate. Although we attempt to limit and mitigate our liability for damages our insurance may not be enforceable in all instances, or the limitations of liability may not protect us from entire liability for damages. For further details, please refer to “*Risk factors*” on page 29 of this Prospectus.

### Employees

The Company has not employed/hired any contractual labour, as of March 31, 2024, we had an employee base of 69 employees. The following table sets forth a breakdown of our employees by function:

Function	No. of Employees
Directors	2
Company Secretary	1
CFO	1
Administration	3
Customer Service Representative	2
Dispatch	1
Production Head	1
HR, Accounts and Financial Department	4
Research and Development	1
Operation	42
Purchase and Procurement Department	1
Sales and Marketing Department	10
<b>Total</b>	<b>69</b>

### Intellectual Property

For details related to intellectual property, please refer section titled “*Government and other key approvals*” on page 183 of this Prospectus.

### Properties

We operate out of following properties as on the date of this Prospectus:

<b>Sr. No.</b>	<b>Location</b>	<b>Purpose of use</b>	<b>Area/Size</b>	<b>Description</b>
1.	301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India	Registered Office	940 Sq Ft	Leave and license agreement dated November 02, 2022, between Shravan Laxmichand Suthar (Licensor, Owner) & Durlax India Private Limited (Licensee) for a term of 60 months at ₹ 1,50,000 per month.
2.	Survey No. 557/2, 558/1, Moti Tambadi, Vapi, Valsad.	Manufacturing Unit	20,223 Sq Ft	Lease deed dated March 26, 2018, between Laxmichand Ladhaji Suthar & Durlax India Private Limited for a term of 30 years at ₹ 25,000 per month.

## **KEY INDUSTRY REGULATIONS AND POLICIES**

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

*The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see “Government and Other Key Approvals” on page 183. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.*

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

### **INDUSTRY-SPECIFIC LAWS**

#### **The Shops and Establishment legislations.**

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

#### **The Registration Act, 1908**

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose. The purpose of Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. Evidence of registration is available through an inspection of relevant land records, which usually contains details of the registered property.

#### **The Indian Stamp Act, 1899 (“Stamp Act”)**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation

to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

### **The Information Technology Act, 2000 (“IT Act”)**

The Information Technology Act, 2000 regulates and governs the communications made and services provided in the electronic form. It provides legal recognition to transactions carried out by means of electronic data interchange and other means of electronic communication. The IT Act prescribes punishment for publication of, obscene and offensive materials through electronic means. The Information Technology (Amendment) Act, 2008, which amended the IT Act, gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability. Further, under Section 69A of the IT Act and the Information Technology (Procedure & Safeguards for Blocking for Access of Information by Public) Rules, 2009, directions can be issued by the Government or intermediary, blocking public access to any information generated, transmitted, retrieved, stored or hosted in any computer resource.

### **The M**

### **cro, Small and Medium Enterprises Development Act, 2006 (the “MSME Act”)**

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”) In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

### **Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 (“Act”), received the assent of the President of India on January 13, 2010. The Act governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weights, measures or numbers. It also states that any transaction/contract relating to goods/class of goods shall be as per the weights/measurements/numbers prescribed under the Act. Every unit of weight or measure shall be in accordance with the metric system based on the international system of units. Using or keeping any weight or measure otherwise than in accordance with the provisions of the said Act is an offence, as is considered as tampering or altering any reference standard, secondary standard or working standard. Moreover, the Act prohibits any person from quoting any price, issuing any price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of this Act. The administration of the Act and regulation of pre-packaging of commodities is done with the help of Legal Metrology (Packaged Commodities) Rules, 2011, (the “Rules”) which require every manufacturer, packer and importer who pre-packs or imports any commodity for sale, distribution or delivery to get himself registered under these Rules. Additionally, the Rules also bar anyone from pre-packing or causing or permitting pre-packaging any commodity for sale, distribution or delivery unless a declaration in respect to such prepackaging has been made on the package in accordance with these Rules.

### **Legal Metrology (Packaged Commodities) Rules, 2011**

The Central Government in accordance with the powers conferred upon it under the Legal Metrology Act, 2009, has promulgated the Legal Metrology (Packaged Commodities) Rules, 2011 to prescribe the declaration and disclosure of standard quantities or number and the manner of making declarations on pre-packaged goods.

Chapter II of the Rules prescribes the packaging and labelling standards for packages intended for retail sale, Chapter III deals with packaging of wholesale products and Chapter IV provides exemption from strict compliance of the rules. Retail sale has been specifically defined under the Rules and given a very wide ambit whereby it has been held to mean sale distribution or delivery through retail sale shops, agencies or any other mode of business to any individual or a group of individuals. Rule 4 of the said Rules mandates the manufacturer to affix a label or print a disclosure confirming that the declarations required under these Rules have been made on the package. Without the said disclosure, the Rules prohibit packing of a product which falls under the ambit of the Rules. The Rules provide the declarations which have to be given by the manufacturer on a product along with the manner and style of making such declarations. Rule 6 of the Rules, lists out the declarations which are to be made by a manufacturer which are inter alia, name of the manufacturer, country of origin, generic name of the product, net quantity, in terms of the standard unit of weight or measure of the commodity contained in the package or where the commodity is packed or sold by number, the number of the commodity contained in the package; month or year of manufacture or import, date of expiry along with a disclaimer that the commodity shall be unfit for human consumption post such date of expiry, etc. The other rules prescribed under Chapter II detail the manner and style of making the above declarations with respect to manufacturer, quantity, weight, dimensions, etc. In accordance with Section 15 of the Legal Metrology Act, 2009, the Director, Controller or any Legal Metrology Officer has been empowered to inspect the packages at the premises of the manufacturer or at the premises of the packer to ensure compliance with the requirements of the Rules. The Rules also empower such officer to seize the packages drawn by him as samples and take adequate steps for the safe custody of the seized packages until they are produced in the appropriate court as evidence and based on the evidence initiate action for violations as per the provisions of the Act and these Rules.

#### **Standards of Weights and Measures Act, 1976**

The Standards of Weights and Measures Act, 1976 (the “Act”) was enacted to regulate trade or commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and to provide for such matters as may be connected thereto. The Act enumerates the specific base units to measure goods and products. Any offence under this Act is punishable with imprisonment or fine or with both based on the type of violation.

#### **Local Municipal Laws**

Our Company is subject to various laws framed by the municipal corporations of the states in which our stores and distribution and packing centres are located, which regulate and require us to obtain licenses for, among others, selling certain kinds of food products, quantity of products which can be stocked, sold and packed and usage of hoardings.

#### **ENVIRONMENTAL LAWS AND REGULATIONS**

##### **Environment Protection Act, 1986 (“Environment Act”)**

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate the activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe:

- (i) the standards of quality of air, water or soil for various areas;
- (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

### **Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)**

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board (“State PCB”). The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process or any treatment and disposal system, opening of any new outlets or making any new discharges, which are likely to discharge sewage or effluent.

### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

### **Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016 (“Hazardous Waste Rules”)**

The Hazardous Waste Rules define the term ‘hazardous waste’ to include any waste which by reason of physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive characteristics cause danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances including waste specified in the schedules to the Hazardous Waste Rules. In terms of the Hazardous Waste Rules, occupiers, being persons who have control over the affairs of a factory or premises or any person in possession of hazardous or other waste, have been, inter alia, made responsible for safe and environmentally sound management of hazardous and other wastes generated in their establishments and are required to obtain license/ authorisation from the respective State PCB for handling, generation, collection, storage, packaging, transportation, usage, treatment, processing, recycling, recovery, pre-processing, co-processing, utilising, selling, transferring or disposing hazardous or other waste.

## **TAX RELATED LAWS**

### **Income Tax**

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

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

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017(UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under. It replaces following indirect taxes and duties at the central and state levels.

## **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **LABOUR LAWS**

### **Factories Act, 1948**

The Factories Act, 1948, as amended (the "Factories Act"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

### **Payment of Wages Act, 1936 ("POW Act")**

The POW Act was enacted with a view to ensuring that wages payable to employed persons covered by the Act were disbursed by the employers within the prescribed time limit and that no deductions other than those authorised by law were made by them. It applies to the persons employed in a factory, industrial or other establishment, where the monthly wages payable are less than Rs.21,000/- whether directly or indirectly, through a sub-contractor and provides for the imposition of fines on persons responsible for payment of wages and deductions and lays down wage periods. Employers have to compulsorily maintain register of wages, register of fines, register of deduction for damages or loss, and register of advances in the prescribed forms.

### **Employees' Compensation Act, 1923**

The EC Act was enacted to provide for the payment by certain classes of employers to their employees of compensation for injury by accident. The term "employer" under the EC Act includes any body of persons whether incorporated or not and any managing agent of an employer and the legal representative of a deceased employer, and, when the services of an employee are temporarily lent or let on hire to another person by the person with whom the employee has entered into a contract of service or apprenticeship, means such other person while the employee is working for him. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines sexual harassment to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). Workplace under the POSH Act has been defined very broadly to include government



bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

### **Industrial Disputes Act, 1947 (“ID Act”)**

The ID Act was enacted to make provisions for, inter alia, the investigation and settlement of industrial disputes. Industrial dispute under the ID Act means any dispute or difference between employers and employees, or between employers and workmen, or between workmen and workmen, which is connected with the employment or non-employment or the terms of employment or with the conditions of labour, of any person. The ID Act enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers.

### **The Code on Social Security, 2020 (“Social Security Code”)**

The Government of India enacted The Code on Social Security, 2020 which received the assent of the President of India. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, inter alia, the Employees Compensation Act, 1923, the Employees, State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employees Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, inter alia, the Employees State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Wages, 2019 (the “Wage Code”)**

The Government of India enacted The Code on Wages, 2019 which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

### **Certain other Labour laws and regulations that may be applicable to our Company include the following:**

- Child Labour (Prohibition and Regulation) Act, 1986;
- Equal Remuneration Act, 1976;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- Minimum Wages Act 1948;
- Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- Trade Union Act, 1926;

- Public Liability Insurance Act, 1991

## **INTELLECTUAL PROPERTY LAWS**

Certain laws relating to intellectual property rights such as patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 trademark protection under the Trade Marks Act, 1999, and design protection under the Designs Act, 2000 are also applicable to us.

The Copyright Act, 1957 (the “Copyright Act”) governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trademarks Act, 1999 (the “Trademarks Act”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commerc

al purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

Under statute, India provides for the patent protection under the Patents Act, 1970 (the “Patents Act”). The Patents Act governs the patent regime in India and recognizes process patents as well as product patents. Patents obtained in India are valid for a period of 20 years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

The Designs Act, 2000 (the “Designs Act”) protects any visual design of objects that are not purely utilitarian. An industrial design consists of the creation of a shape, configuration or composition of pattern or colour, or combination of pattern and colour in three-dimensional form containing aesthetic value. It provides an exclusive right to apply a design to any article in any class in which the design

is registered.

## **GENERAL LAWS**

### **Indian Contract Act**

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

### **Sale of Goods Act, 1930 (the “Sale of Goods Act”)**

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### **The Companies Act, 2013**

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between the set of competing factors, namely, management autonomy and investor protection.

### **The Specific Relief Act, 1963**

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. “Specific performance” means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder**

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

### **Customs Act, 1962 (“Customs Act”)**

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, Government of India.

### **Foreign Investment related Laws and Regulations**

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”) from time to time. Under the current FDI Policy (effective October 15, 2020) 100% foreign direct investment is permitted in the animal husbandry sector, under the automatic route.

As per the SEBI (Foreign Portfolio Investors) Regulations, 2019 (“**SEBI FPI Regulations**”), investments by Foreign Portfolio Investors (“**FPIs**”) in the capital of an Indian company under the SEBI FPI Regulations are subject to individual holding limits of 10% of the total paid up equity capital on a fully diluted basis of the company per FPI. If the investment exceeds the threshold limit of 10% the investor must divest the excess holding within five days of the breach, and if not accordingly divested, the entire investment in the company by the FPI shall be considered as FDI and the FPI will be prohibited from making further investments in the company under the regulations.

**OTHER LAWS:**

In addition to the above, our Company is also required to comply with the provisions of the SEBI regulations and rules framed thereunder, and other applicable statutes enacted by the Government of India or relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our company was originally incorporated as Durlax Archtech Private Limited on May 03, 2010, as a private limited company under the provisions of Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai, Maharashtra. Further, the name of the company was changed to Durlax India Private Limited vide the Certificate of Incorporation pursuant to change of name dated August 23, 2017, issued by RoC, Mumbai, Maharashtra. Subsequently, the name was changed to Durlax Top Surface Private Limited vide Certificate of Incorporation pursuant to change of name dated January 06, 2023, issued by RoC, Mumbai, Maharashtra. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on January 27, 2023, and the name of our Company was changed to “Durlax Top Surface Limited”, and a Fresh Certificate of Incorporation dated March 29, 2023, was issued by RoC, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U74999MH2010PLC202712. For details of incorporation, change of name and registered office of our Company.

### Corporate profile of our Company

For information on our Company’s business profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major clients, please refer to the chapters titled “Our Business”, “Industry Overview”, “Our Management”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 114, 103, 142, 163 and 166, respectively of this Prospectus.

### Changes in the Registered Office of the Company since incorporation

Currently, the Registered Office of our company is situated at 301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India. We set out below the changes in registered office of our Company since inception till filing of this Prospectus.

Date of Board resolution	From	To	Purpose
July 01, 2010	Shop No 1 & 2, Ground Floor, Ann Villa, N. P. Thakkar Road, Vile Parle (East), Mumbai-400057.	7, Chudasama Compound, Next to Kandivali Bus Depot, Kandivali (East), Mumbai- 400101.	Administrative convenience
July 03, 2012	7, Chudasama Compound, Next to Kandivali Bus Depot, Kandivali (East), Mumbai- 400101.	901, ‘A’ Wing, 9 <sup>th</sup> Floor, Lotus Corporate Park, 185-1/3, Graham Firth Steel Compd, Goregaon (East), Mumbai-400063.	Administrative convenience
January 02, 2019	901, ‘A’ Wing, 9 <sup>th</sup> Floor, Lotus Corporate Park, 185-1/3, Graham Firth Steel Compd, Goregaon (East), Mumbai-400063.	301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.	Administrative convenience

### Key Events and Milestones:

Year	Key Events / Milestone / Achievements
2010	Incorporated Private Limited Company in style of ‘Durlax Archtech Private Limited’
2016	Our annual revenues from operations crossed ₹ 30 Crores for the first time
	Receipt of ISO 9001:2015 certification in respect of providing sourcing, trading and supply chain services
	Receipt of ISO 14001:2015 certification in respect of Manufacturer and Trader of various kinds of Solid Surfaces.
2017	Established manufacturing unit at Vapi, Gujarat.

Year	Key Events / Milestone / Achievements
	Started commercial production
	First time exported our product under our own brand
2018	Our annual revenues from operations crossed ₹ 40 Crores for the first time
	Launch of our brand 'Luxor®' and 'Aspiron®'
2023	Conversion of our company from Private Limited Company to Public Limited Company.

**Main Objects as set out in the Memorandum of Association of the Company:**

The Main object clause of the Company as per Memorandum of Association is as under:

- To carry on in India or elsewhere the business to import or export manufacture, develop, fabricate, trade, buy, sell, repair, finish or manipulate any raw material, stock or goods in any form and to deal in furniture & fixtures for furnishing and decoration, marbles, Artificial marbles, solid surface, any description of acrylic, compact Sheet, Aluminum Composite Panel, any description of glass, ceramic and electrical fittings of all description as may be required by the customers, government, local authorities, local bodies, professional like Architect, Civil Contractor, Engineers, Carpenter, Plumber, Electrician, Fabrication work contractor, etc. and to undertake repairing and maintenance contract, installation work, job work, wooden beading and moldings, acrylic moldings, marbles, Artificial marbles, solid surface, any description of glass, ceramic.

**Amendments in Memorandum of Association:**

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

- Name Clause**

Sr. No.	Date of Name Change	Particulars
1.	August 23, 2017	Name of the Company was changed from "Durlax Archtech Private Limited" To "Durlax India Private Limited"
2.	January 06, 2023	Name of the Company was changed from "Durlax India Private Limited" To "Durlax Top Surface Private Limited"
3.	March 29, 2023	Consequent to conversion from Private Limited Company to Public Limited Company, Name of the Company was changed from "Durlax Top Surface Private Limited" to "Durlax Top Surface Limited"

- Authorized Capital**

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative no. of Preference Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1	On Incorporation (May 03, 2010)	50,000		5,00,000	NA	NA
2	Increase in Authorised Share Capital from ₹ Five Lakhs to ₹ Fifty Lakhs	5,00,000		50,00,000	December 08, 2015	EGM
3	Increase in Authorised Share Capital from ₹ Fifty Lakhs to ₹ Ten Crore (Equity Shares of Face value of ₹ 10/- each and Preference Shares of Face value of ₹1,000/- each)	50,00,000	50,000	10,00,00,000	March 17, 2016	EGM

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative no. of Preference Shares	Cumulative Authorize Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
4	Sub-division of authorized preference share capital of our Company having a face value of ₹ 1,000/- to ₹ 10/- each	50,00,000	50,00,000	10,00,00,000	March 02, 2020	EGM
5.	Reclassification of authorized share capital of Company of 50,00,000 Preference Shares of ₹ 10 each aggregating to ₹ 5,00,00,000 into 50,00,000 Equity shares of ₹ 10 each aggregating to ₹ 5,00,00,000	1,00,00,000	-	10,00,00,000	November 21, 2022	EGM
6.	Increase in Authorised Share Capital from ₹ Ten Crore to ₹ Twenty Crore	2,00,00,000	-	20,00,00,000	November 21, 2022	EGM

#### **Other details regarding our Company**

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers & customers, segment, capacity/facility creation, marketing, competition and foreign operations, please refer to the chapter titled “*Our Business*”, “*Our Management*” and “*Industry Overview*” on page 114, 142 and 103 respectively of this Prospectus.

Our Company has adopted a new set of Articles of Association of the Company, in the Extra Ordinary General Meeting of the Company dated April 17, 2023.

#### **Capital Raising (Debt/Equity)**

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 71 of this Prospectus.

#### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

#### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company neither acquired any entity, business or undertakings nor has undertaken any mergers or amalgamation since Incorporation.

#### **Defaults or rescheduling of borrowing with financial institutions/banks**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Prospectus.

#### **Number of Shareholders of our Company**

Our Company has 21 (Twenty-One) shareholders as on the date of filing of this Prospectus. For further details on the shareholding pattern of our Company, please refer chapter titled “*Capital Structure*” beginning on page 71 of this Prospectus.

#### **Changes in the activities of our Company during the last five years**

There has been no change in the business activities of our Company during last five (5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “*Management’s discussion and analysis of financial conditions & results of operations*” beginning on page 166 of this Prospectus.

#### **Shareholders Agreement**

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

#### **Other Agreements**

As on the date of this Prospectus, our Company has not entered into any agreements other than those entered into in the ordinary course of business.

#### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

#### **Joint Venture and Collaborations**

As on date of this Prospectus, our Company is not a party to any joint venture and collaboration agreements.

#### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing this Prospectus.

#### **Strategic and Financial Partnership**

Our Company does not have any strategic or financial partners.

#### **Details of Holding and Subsidiary Company**

Our Company neither has a Holding company nor has any Subsidiary Company as on the date of this Prospectus.

#### **Details of Associate Companies**

As on the date of this Prospectus, our Company does not have any Associate Company.

#### **Time and Cost Overruns in Setting-up Projects**

As on the date of this Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

#### **Promoters of our Company**

The Promoters of our company are Shraavan Suthar and Lalit Suthar. For details, see “*Our Promoters and Promoter Group*” beginning on page 156 of this Prospectus.

#### **Launch of key services, entry or exit in new geographies**

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the chapter “*Our Business*” on page 114 of this Prospectus.

#### **Lock-out or strikes**

There have been no lock-outs or strikes in our Company since inception.

#### **Changes in the Management**



For details of change in Management, please see chapter titled “*Our Management*” on page 142 of this Prospectus.

**Competition**

For details on the competition faced by our Company, please refer to the chapter titled “*Our Business*” beginning on page 114 of this Prospectus.

**Changes in accounting policies in last three (3) years**

There are no change in accounting policies in last three years.

**Guarantees provided by our Promoters**

Save and except as disclosed in this Prospectus, our Promoters has not given any guarantees to third parties that are outstanding as on the date of filing of this Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 173 of this Prospectus.

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. Our Company currently has five directors on its Board, out of which three independent directors including one women director and two Executive Directors. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 248 of this Prospectus.

The following table sets forth the details of our Board as on the date of this Prospectus:

Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment current term, Date of appointment at current Designation and Current Term	Age (years)	Other directorships
<p><b>Shravan Suthar</b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>DIN:</i> 02985316</p> <p><i>Date of birth:</i> December 15, 1980</p> <p><i>Address:</i> 1602, Signia High, Off Western Express Highway Near Metro, Cash and Carry, Magathane, Mumbai- 400066, Maharashtra, India.</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> May 03, 2010 as Executive Director of the company.</p> <p><i>Date of appointment at current Designation:</i> January 07, 2023 as Managing Director</p> <p><i>Current Term:</i> 5 years w.e.f. January 07, 2023 and he shall not be liable to retire by rotation</p>	43	<p><b>Public Limited Companies</b> :</p> <p>Nil</p> <p><b>Private Limited Companies</b> :</p> <p>Nil</p> <p><b>Foreign Companies</b> :</p> <p>Nil</p>
<p><b>Lalit Suthar</b></p> <p><i>Designation:</i> Whole Time Director</p> <p><i>DIN:</i> 02985324</p> <p><i>Date of birth:</i> July 16, 1984</p> <p><i>Address:</i> 1502, Signia High, Off Western Express Highway Near Metro, Cash and Carry, Magathane, Mumbai- 400066, Maharashtra, India.</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Original Date of Appointment:</i> May 03, 2010 as Executive Director of the company.</p> <p><i>Date of appointment at current Designation:</i> January 07, 2023 as Whole Time Director</p> <p><i>Current Term:</i> He shall not be liable to retire by rotation</p>	39	<p><b>Public Limited Companies</b> :</p> <p>Nil</p> <p><b>Private Limited Companies</b> :</p> <p>Nil</p> <p><b>Foreign Companies</b> :</p> <p>Nil</p>

Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment current term, Date of appointment at current Designation and Current Term	Age (years)	Other directorships
<p><b>Abhishek Bansal</b></p> <p><i>Designation:</i> Non- Executive Independent Director</p> <p><i>DIN:</i> 09790993</p> <p><i>Date of birth:</i> March 30, 1990</p> <p><i>Address:</i> C/314 Narmada Deep C H S L Cabin Road Bhayander East, Thane Mumbai-401105, Maharashtra, India.</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of appointment at current Designation:</i> November 21, 2022</p> <p><i>Current Term:</i> 5 years w.e.f. November 21, 2022 and he shall not be liable to retire by rotation</p>	34	<p><b>Public Limited Companies</b> :</p> <p>Nil</p> <p><b>Private Limited Companies</b> :</p> <p>Nil</p> <p><b>Foreign Companies</b> :</p> <p>Nil</p>
<p><b>Narayan Samantra</b></p> <p><i>Designation:</i> Non- Executive Independent Director</p> <p><i>DIN:</i> 09798498</p> <p><i>Date of birth:</i> December 16, 1990</p> <p><i>Address:</i> Room No. 09, Building No. 52, Sajjangad CHS, Lallubhai Compound, Mankhurd (West), Mumbai – 400043.</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of appointment at current Designation:</i> November 21, 2022</p> <p><i>Current Term:</i> 5 years w.e.f. November 21, 2022 and he shall not be liable to retire by rotation</p>	33	<p><b>Public Limited Companies</b> :</p> <p>Nil</p> <p><b>Private Limited Companies</b> :</p> <p>Nil</p> <p><b>Foreign Companies</b> :</p> <p>Nil</p>
<p><b>Roxy Teniwal</b></p> <p><i>Designation:</i> Non- Executive Independent Director</p> <p><i>DIN:</i> 09801276</p> <p><i>Date of birth:</i> June 25, 1986</p> <p><i>Address:</i> 602, Bhagwati Darshan Apartment, Near Uma Bhavan, Bhatar Road, Surat City, Bharthana Surat, Gujarat - 395007.</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of appointment at current Designation:</i> November 21, 2022</p>	37	<p><b>Public Limited Companies</b> :</p> <p>Nil</p> <p><b>Private Limited Companies</b> :</p> <p>Nil</p>

Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment current term, Date of appointment at current Designation and Current Term	Age (years )	Other directorships
<i>Current Term:</i> 5 years w.e.f. November 21, 2022 and he shall not be liable to retire by rotation		<b>Foreign Companies</b> :  Nil

### Brief profiles of our directors

**Shravan Suthar** aged 43 years, is the Chairman and Managing Director of our company. He has been re-designated as Managing Director w.e.f. January 07, 2023. He has completed diploma in Construction Technology from Maharashtra State Board of Technical Education. He has completed a certified course in interior designing and decoration from Rachna Sansad, School of Interior Design. He is associated with the Company since incorporation as a promoter. He brings over 10 years of expertise in day-to-day operations and acts as a guiding force for overall growth and development of our company. His primary focus is to cultivate new clients while maintaining existing customer relationships, ensuring continuous business expansion.

**Lalit Suthar** aged 39 years, is the Whole-Time director of our company. He has been re-designated as Whole Time Director w.e.f. January 07, 2023. He has completed a certified course in interior designing and decoration. He is associated with the Company since incorporation as a promoter. He brings over 10 years of expertise to our team, specializing in sales strategy, territory management and lead generation. He is responsible for managing all aspects of business development efforts for brand marketing solutions and devises innovative sales strategies to drive growth.

**Abhishek Bansal** aged 34 years, is Non- Executive Independent Director of our company. He has been associated with our company w.e.f. November 21, 2022. He holds a B. Com degree from the University of Mumbai as well as Post Graduate Diploma in Financial Management from Institute of Management Technology. Additionally, he is a member of the Institute of Chartered Accountants of India. He holds Certificate of Practice as Chartered Accountant and has been practicing from April 2012. He has teaching experience for course of Chartered Accountancy. He has more than 9 years of experience in Taxation and Audit related matters.

**Narayan Samantra** aged 33 years, is Non- Executive Independent Director of our Company. He has been associated with our Company w.e.f. November 21, 2022. He is a member of the Institute of Chartered Accountants of India. He has more than 10 years of experience in taxation and audit matters. Previously, He had work with R.D Shenvi & Co., Chartered Accountants and Leela Fintech Services LLP, Chartered Accountants.

**Roxy Teniwal** aged 37 years, is Non- Executive Independent Director of our Company. She has been associated with our Company w.e.f. November 21, 2022. She is member of Institute of Chartered Accountants of India. She has over decades of experience in audit related matters. Previously, she managed her own practice as proprietor and currently serves as a partner at DBS & Associates.

### Confirmations:

#### a) Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

#### b) Family Relationship between the Directors

Except as stated below, none of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Name	Relationship
Shravan Suthar and Lalit Suthar	Shravan Suthar and Lalit Suthar are brothers

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Prospectus.

- d) None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- e) None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f) None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

**Borrowing Powers**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on September 21, 2023, our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 100 Crores.

**Terms of employment of our Managing Director**

**Shravan Suthar, Managing Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on January 06, 2023, Shravan Suthar was appointed as the Managing Director of our Company for a period of 5 years with effect from January 07, 2023 and approved by the Shareholders of our Company at the EGM held on January 07, 2023, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Managing Director have been summarized below:

<b>Basic Salary</b>	<b>₹ 2,00,000/- per month, with such increments as may be decided by the Board from time to time and be approved by Nomination and Remuneration Committee.</b>
<b>Performance incentive or commission</b>	Not exceeding 1% of the net profit of the company in any financial year but shall not exceed the amount equivalent to the salary for the relevant period it may be paid pro-rata on monthly basis at the discretion of the Board.
<b>Benefits, Perquisites and allowances</b>	Company shall contribute for Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules.
<b>Annual Leaves</b>	Leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Leave accumulated shall be encashable at the end of the tenure and this shall not be included in the computation of the ceiling on perquisites.
<b>Reimbursements</b>	Entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

### Lalit Suthar, Whole Time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on January 06, 2023, Lalit Suthar was appointed as the Whole Time Director of our Company with effect from January 07, 2023, he shall not be liable to retire by rotation and approved by the Shareholders of our Company at the EGM held on January 07, 2023, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Whole Time Director have been summarized below:

<b>Basic Salary</b>	<b>₹ 1,00,000/- per month, with such increments as may be decided by the Board from time to time and be approved by Nomination and Remuneration Committee.</b>
<b>Performance incentive or commission</b>	Not exceeding 1% of the net profit of the Company in any financial year but shall not exceed the amount equivalent to the salary for the relevant period it may be paid pro-rata on monthly basis at the discretion of the Board.
<b>Benefits, Perquisites and allowances</b>	Company shall contribute for Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules.
<b>Annual Leaves</b>	Leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Leave accumulated shall be encashable at the end of the tenure and this shall not be included in the computation of the ceiling on perquisites.
<b>Reimbursements</b>	Entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

### Sitting fees and commission to Non-Executive Directors and Independent Directors

Non-Executive Independent Directors of the company may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors have received any remuneration/ compensation during preceding financial year.

### Payments or benefits to our directors

#### Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Director for Fiscal 2024:

<b>Name of the Executive Director</b>	<b>Remuneration for the Year ended March 31, 2024 (in ₹ lakhs)</b>
<b>Shravan Suthar</b>	<b>24.00</b>
<b>Lalit Suthar</b>	<b>12.00</b>

#### Non-Executive Directors:

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

### Contingent and deferred compensation payable to the Directors

As on the date of this Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### Bonus or profit-sharing plan for our directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our directors have participated.

### Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the

date of filing of this Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

### Shareholding of Directors in our Company

The details of the shareholding of our directors as on the date of this Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	Percentage of Pre-Offer Capital (%)	No. of Equity Shares	Percentage of Post-Offer Capital (%)*
1.	Shravan Suthar	83,01,399	66.80%	65,01,399	39.10%
2.	Lalit Suthar	18,13,129	14.59%	18,13,129	10.90%
<b>Total</b>		<b>1,01,14,528</b>	<b>81.39%</b>	<b>83,14,528</b>	<b>50.00%</b>

\* Subject to finalisation of Basis of Allotment.

### Interests of our Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer "*Our Management - Shareholding of Directors in our Company*" beginning on page 142 of this Prospectus.

Our Promoters and Directors Shravan Suthar and Lalit Suthar had provided unsecured loan to our Company. Also, they have provided Guarantee towards secured loan of the Company. For further details, please refer chapter titled "*Restated Financial Statements*" and "*Financial Indebtedness*" on page 163 and 173, respectively in this Prospectus.

Other than our promoters, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter "*Our Business*" on page 114 of this Prospectus and in the chapter "*Restated Financial Statement*" on page 163 of this Prospectus none of our directors have any interest in the property proposed to be acquired by our Company.

Except as disclosed in the section titled in "*Restated Financial Statements*" on page 163 of this Prospectus, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

Save and except as stated above and otherwise in Related Party Transaction in the chapter titled "*Restated Financial Statements*" on page 163 of this Prospectus, Our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### Appointment of relatives of our Directors to any office or place of profit

Except in the capacity of director and shareholder, none of the relatives of our Directors currently holds any office or place of profit in our Company.

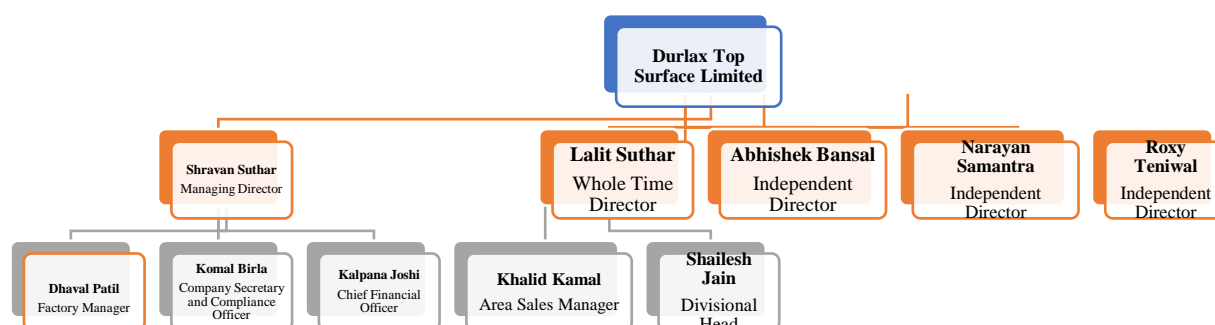
### Changes in our Company's Board of Directors during the last three (3) years

Following are the changes in the Board of Directors during the last three (3) years

Name of Directors	Date of Change in designation	Reasons for changes in the Board
Narayan Samantra	November 21, 2022	Appointed as Independent Director
Roxy Teniwal	November 21, 2022	Appointed as Independent Director
Abhishek Bansal	November 21, 2022	Appointed as Independent Director
Shravan Suthar	January 07, 2023	Re-designation as Managing Director
Lalit Suthar	January 07, 2023	Re-designation as Whole Time Director

## Management Organization Structure

The following chart depicts our Management Organization Structure



## COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. As on date of this Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### Constitutions of Committees

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee

#### 1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on January 06, 2023, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with



the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Abhishek Bansal	Non- Executive Independent Director	Chairperson
Roxy Teniwal	Non- Executive Independent Director	Member
Shravan Suthar	Managing Director	Member

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

**Terms of reference:**

**Role of Audit Committee**

The scope of audit committee shall include, but shall not be restricted to, the following:

1. oversight of the listed entity’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director’s responsibility statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;

12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
6. The Audit Committee shall meet at-least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

7. Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.
8. statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

**2. Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated January 06, 2023. The constituted Stakeholders Relationship Committee comprises of following members:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Abhishek Bansal	Non- Executive Independent Director	Chairperson
Narayan Samantra	Non- Executive Independent Director	Member
Roxy Teniwal	Non- Executive Independent Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

**Terms of Reference**

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated January 06, 2023. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Abhishek Bansal	Non- Executive Independent Director	Chairperson
Narayan Samantra	Non- Executive Independent Director	Member
Roxy Teniwal	Non- Executive Independent Director	Member

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

#### The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

#### Our Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company.

#### Profiles of our Key Managerial Personnel

In addition to our Managing Director, Shравan Suthar, and Whole Time Director; Lalit Suthar, whose details are provided under “*Brief biographies of the Directors*” beginning on page 142 of this Prospectus, the details of our other Key Managerial Personnel as on the date of this Prospectus are set forth below. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Kalpna Joshi**, aged 41 years, is the Chief Financial Officer (CFO) of our Company. She has been associated with our Company since September 19, 2023. He holds a degree of Bachelor’s degree in commerce from the University of Mumbai. She holds a master’s in business administration in Finance from National Institute of Management. Also, she has done certified course of Graphologist from Institute of Graphology & Personal Success. She has more than 10 years of experience in field of finance. She was previously associated with Fidus Sports Management Private Limited in the field of finance structuring. She worked as consultant in Nextgen Cleantech Solution Private Limited. She is entitled to a remuneration of ₹ 4.80 Lakhs p.a.
2. **Komal Birla**, aged 30 years, is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company from May 20, 2024. She holds a degree of Bachelor’s in Commerce. She is a qualified Company Secretary and is an associate member of the Institute of Company Secretaries of India. She has experience in the field of company law related compliance. Previously, she has worked with GB Global Limited. During the financial year 2024-25, she is entitled to a remuneration of ₹ 3.00 Lakhs p.a.

### **Profiles of our Senior Management Team**

The strength of our Core Team defines our growth and capability. We are proud to have a strong leadership team of senior management persons who adds value to our Company and Business Operations. A Brief profile of such personnel is as under:

#### **Dhaval Patil– Factory Manager**

Dhaval Patil has been an integral part of our company since its inception, bringing experience of more than 12 years in factory management. He completed his diploma degree in Automobile Engineering in the year 2007. His role encompasses overseeing all aspects of factory operations, ensuring smooth and efficient functioning. This includes diligent monitoring of operations, providing training to new employees, and effectively meeting the diverse requirements of our clients.

#### **Khalid Kamal-Area Sales Manager**

Khalid Kamal joined our company in 2016 and holds a bachelor’s degree in arts from Lucknow University. He has 9 years of experience in the sales field, Khalid specializes in channel sales and the strategic appointment of new dealers. His current role focuses on marketing our Acrylic Solid Surface in Hotel and Commercial Projects. Prior to joining our team, he contributed his expertise to Merino Industries Limited.

#### **Shailesh Jain-Divisional Head (Domestic and export)**

Shailesh Jain has been associated with our company since June 2013 and holds a bachelor’s degree in science from Amravati University. He has 27 years of experience in the sales and Marketing management, business development, channel Sales and customer services. His current role focuses on handling Western, Southern and Central part of India and Export business development., Managing Channels, Projects Sales and the Commercials 16 members reporting team. Previously, he was working with Jubilant Argi & Consumer Products Limited as regional Sales head, Greenply Industries Limited as Branch Incharge.

### **Relationship amongst the Key Managerial Personnel and Senior Management Personnel of our Company**

None of our directors and Key Managerial Personnel of our Company are related to each other.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Prospectus

### **Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel**

Our Company does not have a profit sharing plans for the Key Management Personnel.

### **Service Contracts of the Key Managerial Personnel and Senior Management Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Loans availed by Key Managerial Personnel and Senior Management Personnel of our Company**

None of the Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Prospectus

### **Shareholding of Key Management Personnel and Senior Management Personnel in our Company**

None of our Key Managerial Personnel except Shraavan Suthar and Lalit Suthar who hold Equity Shares in our Company as on the date of filing of this Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 71 of this Prospectus.

### **Changes in Our Company’s Key Managerial Personnel during the last three (3) years**

<b>Name of KMP</b>	<b>Date of change in Designation</b>	<b>Reasons for change in the Board</b>
Honey Bansal	January 07, 2023	Appointed as Company Secretary and Compliance Officer
Lalit Suthar	January 07, 2023	Re-designated as Whole Time Director
Shraavan Suthar	January 07, 2023	Re-designated as Managing Director
Megha Chittora	November 21,2022	Appointed as Chief Financial Officer
Megha Chittora	April 08, 2023	Resigned as Chief Financial Officer
Sunil Khalate	April 14, 2023	Appointed as Chief Financial Officer
Honey Bansal	June 22, 2023	Resigned as Company Secretary and Compliance Officer
Sejal Solanki	June 26, 2023	Appointed as Company Secretary and Compliance Officer
Sunil Khalate	September 18, 2023	Resigned as Chief Financial Officer
Kalpana Joshi	September 19, 2023	Appointed as Chief Financial Officer
Sejal Solanki	May 20, 2024	Resigned as Company Secretary and Compliance Officer
Komal Birla	May 20, 2024	Appointed as Company Secretary and Compliance Officer

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in this Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel and Senior Management Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Prospectus

**Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

**Contingent and deferred compensation payable to Key Management Personnel and Senior Management Personnel**

The Key Management Personnel and Senior Management Personnel are not entitled to any contingent or deferred compensation.

**Payment of Benefits to of our KMPs (*non-salary related*)**

Except as disclosed in this Prospectus other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled "*Restated Financial Statements*" beginning on page 163 of this Prospectus.



## OUR PROMOTERS AND PROMOTER GROUP

### Promoters

Shravan Suthar and Lalit Suthar are the Promoters of our Company.

As on the date of this Prospectus, our Promoters hold 1,01,14,528 Equity Shares in aggregate, representing 81.39% of the issued, subscribed and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 71 of this Prospectus.

The details of our individual promoters are as under:

<b>Shravan Suthar</b>	
	<p><b>Shravan Suthar</b>, aged 43 years, is one of the Promoter of our Company.</p> <p>For the complete profile of Shravan Suthar along with details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 142.</p>
	<p><b>Date of Birth:</b> December 12, 1980</p>
	<p><b>Address:</b> 1602, Signia High, Off Western Express Highway, Magathane, Near Metro Cash and Carry, Mumbai- 400066, Maharashtra.</p>
	<p><b>PAN:</b> ANNPS1818C</p>
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>• Kuber Trading Co.</li> <li>• SDC Enterprise</li> <li>• Shravan L Suthar HUF</li> </ul>
<b>Lalit Suthar</b>	
	<p><b>Lalit Suthar</b>, aged 39 years, is one of the Promoter of our Company.</p> <p>For the complete profile of Lalit Suthar along with details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 142.</p>
	<p><b>Date of Birth:</b> July 16, 1984</p>
	<p><b>Address:</b> 1502, Signia High, Off Western Express Highway, Magathane, Near Metro Cash and Carry, Mumbai- 400066, Maharashtra.</p>
	<p><b>PAN:</b> ATYPS6165M</p>
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>• Lalit Laxmichand Suthar HUF</li> <li>• Lalit Laxmichand Suthar (Proprietor)</li> </ul>

*Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of the Draft Red Herring Prospectus to the NSE for listing of the securities of our Company on EMERGE Platform of NSE.*

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as willful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Subsidiaries in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under



any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in Control of our Company**

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

### **Experience of our Promoters in the business of our Company**

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 142, of this Prospectus.

### **Interest of Promoters**

#### *Interest of Promoters in the Promotion of our Company*

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Offer Document - Related Party Transactions*” and “*Restated Financial Statements*” beginning on pages 71, 142, 22 and 163, respectively of this Prospectus.

#### *Interest of Promoters in the Property of our Company*

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Prospectus or proposed to be acquired by it as on the date of filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

#### *Interest in our Company arising out of being a member of a firm or company*

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

#### *Interest of Promoters in our Company other than as a Promoters*

Our Promoters are interested to the extent of their directorship, their respective shareholding in our Company and Subsidiaries and shareholding of entities in which they are associated as partners (and consequently remuneration payable to them and reimbursement of expenses) in our Company and Subsidiaries, and the dividends payable, if any, and any other distribution in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. For further details, see sections titled “*Capital Structure*”, “*Our Management*” and “*Financial Information*” on pages 71, 142 and 163, respectively.

### **Other Interest and Disclosures**

Our Promoter are also shareholder and director/Partner/Proprietor of promoter group entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to the Promoter group Entities. For the payments that are made by our Company to Promoter Group Entities, please refer to “*Note 23 – Related Party Transactions*” in the chapter titled “*Restated Financial Information*” beginning on page 163 of this Prospectus.

Except as stated under “*Note 23 – Related Party Transactions*” in the chapter titled “*Restated Financial Information*” beginning on page 163 of this Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two (2) years from the date of this Prospectus or proposes to

enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Our Promoters are not related to any sundry debtors of our Company except as disclosed in Restated Financial Statements.

Except as disclosed in this Prospectus, our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

### **Related Party Transactions**

Except as stated in the Chapter titled “*Financial Information*” on page 163 of this Prospectus, our Company has not entered related party transactions with our Promoters.

### **Common Pursuits of Promoters and Promoter Group Companies**

Our Promoters are interested in Promoter Group Entities i.e. Neev Furnitech, Kuber Trading, Ardent Projects, Laxmichand Suthar HUF that are engaged in similar line of business. For further information on common pursuits and risks associated, please refer risk factor on ‘conflicts of interest’ in chapter titled “*Risk Factors*” beginning on page 29 of this Prospectus.

### **Payment of amounts or benefits to the Promoters or Promoter Group during the last two years**

Except as stated in the Chapter titled “*Financial Information*” on page 163 of this Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Prospectus.

### **OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

#### **A) Natural Persons who are part of the Promoter Group:**

<b>Name of the Promoter</b>	<b>Name of Relative</b>	<b>Relationship with the Promoter</b>
Shravan Suthar	Urmila Suthar	Spouse
	Laxmichand Suthar	Father
	Durgaben Suthar	Mother
	Lalit Suthar	Brother
	Pankaj Suthar	Brother
	Rinku Chauhan	Sister
	Neev Suthar	Son
	Takshay Suthar	Son
	*Achalchandji Farsaji Suthar	Spouse’s Father
	*Sukhi Achalchandji Suthar	Spouse’s Mother
	*Bharat Achalchandji Suthar	Spouse’s Brother
	*Chandan Achalchandji Suthar	Spouse’s Brother
	*Vikram Achalchandji Suthar	Spouse’s Brother
	*Fulvanti Achalchand Suthar	Spouse’s Sister
	*Harish Achalchandji Suthar	Spouse’s Sister
	Nirma Suthar	Spouse

Name of the Promoter	Name of Relative	Relationship with the Promoter
Lalit Suthar	Laxmichand Suthar	Father
	Durgaben Suthar	Mother
	Shravan Suthar	Brother
	Pankaj Suthar	Brother
	Rinku Chauhan	Sister
	Saisha Suthar	Daughter
	Khangarmal Mistry	Spouse's Father
	Bhaguben Mistry	Spouse's Mother
	Ankit Mistry	Spouse's Brother
	Sureshkumar Mistry	Spouse's Brother
	Ektakumari Mistry	Spouse's Sister

*\*Our company has sought to comply with SEBI ICDR Regulations by requesting relevant information and confirmations from the members of the Promoter Group, including Achalchandji Farsaji Suthar, Sukhi Achalchandji Suthar, Bharat Achalchandji Suthar, Chandan Achalchandji Suthar, Vikram Achalchandji Suthar, Fulvanti Achalchand Suthar, and Harish Achalchandji Suthar, as identified in our letter dated April 7, 2023. The purpose of these requests was to gather the required details as Promoter Group members and also to identify any other entities, body corporates, firms, or HUFs of interest that may qualify as part of our company's Promoter Group. To comply with SEBI ICDR Regulations, we have subsequently reminder letters dated, April 14, 2023, and April 21, 2023, but we have not received any response from the aforementioned immediate relatives. In compliance with Regulations, we submitted an application to SEBI on August 23, 2023, under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking an exemption from the identification and disclosure of the aforementioned immediate relatives of one of our Promoter and other related entities/body corporate/firms/HUFs in which they have an interest. However, SEBI, through its letter dated September 12, 2023, directed our company to include these immediate relatives as part of the Promoter Group members and their connected entities and make the disclosures of information available in the public domain. To adhere to SEBI ICDR Regulations in light of the lack of response from Promoter Group members, we have incorporated details in this Prospectus based on publicly available information from select government authorities and public databases. Nevertheless, it is possible that our company may not have identified all entities comprising our company's Promoter Group or included disclosures in this Prospectus that relate to factual confirmations required in relation to Promoter Group members.*

#### **B) Companies / entities forming part of the Promoter Group**

Sr. No.	Name of the entities
1.	Kuber Trading Co. (Proprietorship Firm)
2.	SDC Enterprise
3.	Lalit Laxmichand Suthar (Proprietorship Firm)
4.	New Concept (Proprietorship Firm)
5.	AKM Projects (Proprietorship Firm)
6.	Ocean Group (Proprietorship Firm)
7.	Ardent Projects
8.	Shravan Design Co.
9.	Shravan Suthar (Proprietorship Firm)
10.	Shravan L Suthar HUF
11.	Lalit Laxmichand Suthar HUF
12.	Ravidhya Developers
13.	Beton Projects
14.	Neev Furnitech (Proprietorship Firm)
15.	Laxmichand Suthar (Proprietorship Firm)
16.	Pankaj Suthar HUF

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 71 of this Prospectus.

### **Companies with which the Promoters have disassociated in the last three years**

Our promoters have not been disassociated from any of the entities in preceding three years.

### **Other Ventures of our Promoters:**

Except as disclosed in this section titled “*Our Promoter and Promoter Group*” beginning on page 156 of this Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Prospectus

### **Collaboration Agreements**

Our Company is not a party to any collaboration agreements.

### **Material Agreement**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

### **Details of guarantees given to third parties by our Promoter**

Except as stated in the “*Financial Indebtedness*” and “*Financial Information*” beginning on page 173 and 163 of this Prospectus respectively, our Promoters, have not issued guarantees on behalf of our Company to third parties.

### **Outstanding Litigation**

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 29 and 175 of this Prospectus.

## OUR GROUP COMPANY

In accordance with the SEBI (ICDR) Regulations, 2018 during the period for which financial information is disclosed in this Prospectus, as covered under the applicable Accounting Standards i.e., GAAP with whom our Company has had related party transactions for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated September 1, 2023 (the "*Materiality Policy on Group Companies*") for the purpose of disclosure in the Offer document in connection with the Offer.

In terms of the Materiality Policy on Group Companies apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Prospectus, a company is considered to be a material Group Company as under:

- a) The companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements ("Restated Financial Statements"); or
- b) if such company fulfils both the below mentioned conditions: -
  - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR) Regulations; and
  - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Standalone Financial Statements.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company as on the date of this Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares since incorporation.

**SECTION VI – FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1	Restated Financial Statement	RFS 1 – RFS 33



# N. K. MITTAL & ASSOCIATES

## CHARTERED ACCOUNTANTS

Office No. 620, 6th Floor, Pearl Plaza, Opp. Andheri Railway Station, Andheri (West), Mumbai – 400 058.

Tel : (+91-22) 2620 0030 ▪ Off : (+91) 72080 11789 ▪ Cell : (+91) 98926 40589

Email : nkmittalandassociates@gmail.com ▪ www.nkmittal.com

**CA (Dr.) N. K. Mittal** M.Com., FCA, L.L.B., e-M.B.A., Ph.D.

**CA Ankush Mittal** B.Com., ACA, ACS, Grad CWA, L.L.B.

### RESTATED FINANCIAL STATEMENTS AUDITORS REPORT

To,  
The Board of Directors,  
Durlax Top Surface Limited  
301, Jaisingh Commonsplace,  
Dayal Das Road, FP362, W.E Highway  
Vile Parle East, Mumbai, Maharashtra-400 057  
India.

Dear Sirs/Madam,

#### 1. Report on Restated Financial Statements:

We have examined the Restated Financial Statements of M/s. DURLAX TOP SURFACE LIMITED (Formerly known as Durlax India Private Limited) (hereinafter referred to as “the Company”), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- a) Section 26 of Companies Act, 2013 (hereinafter referred to as the “Act”), read with the applicable provisions within Rules- 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
- c) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (“IPO” or “SME IPO”);
- d) The (Revised) Guidance Note on Reports in Company Prospectus issued by the Institute of Chartered Accountants of India (“ICAI”); and
- e) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2018, and other provisions relating to accounts, we, M/s N K Mittal & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate issued by the “Peer Review Board” of the ICAI.

2. The Restated Statements and Financial information of the Company have been extracted/ prepared by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2024, March 31, 2023, & March 31, 2022, which have been approved by the Board of Directors.

3. Financial Statements for the financial year ended March 31, 2022 have been audited by CA Manikandan Perumal Yadawar (Membership No. 193803) and accordingly, reliance has been placed on the financial information examined by them for the said year. The Financial Report included for these years is based solely on the report submitted by them.



#### 4. Financial Information as per Audited Financial Statements:

1) We have examined:

- The attached Restated Statement of Assets and Liabilities of the Company as at March 31, 2024, March 31, 2023, March 31, 2022. (Annexure I);
- The attached Restated Statement of Profit and Losses of the Company for the financial year ended on March 31, 2024; March 31, 2023, March 31, 2022; (Annexure II);
- The attached Restated Statement of Cash Flows of the Company for the financial year ended on March 31, 2024; March 31, 2023, March 31, 2022; (Annexure III);
- The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure IV);

(Collectively hereinafter referred as “**Restated Financial Statements**” or “**Restated Summary Statements**”)

2) In accordance with the requirements of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (the “ICAI”) and the terms of our engagement agreed with you, we report that:

- a) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company for the financial years ended March 31, 2024; March 31, 2023; March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- b) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the financial years ended on March 31, 2024; March 31, 2023, & March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- c) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the financial years ended on March 31, 2024; March 31, 2023 & March 31, 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the financial years ended on March 31, 2024; March 31, 2023 & March 31, 2022, we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- (ii) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.
- (iii) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

- (iv) Adjustments in Financial Statements have been made in accordance with the correct accounting policies as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (v) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**”.
- (vi) The Company has not paid any dividend on its equity shares during the financial year ended March 31, 2024

**5. Other Financial Information:**

- l) We have also examined the following financial information as set out in the annexure prepared by the Management and as approved by the Board of Directors of the Company for the financial years ended on March 31, 2024; March 31, 2023 & March 31, 2022.

Restated Statement of Share Capital, Reserves, and Surplus	Note 1
Restated Statement of Long-Term Borrowings	Note 2
Restated Statement of Details of Deferred Tax Liabilities / Assets	Note 3
Restated Statement of Other Long-Term Liabilities	Note 4
Restated Statement of Short-Term Borrowings	Note 5
Restated Statement of Trade Payables & Other Current Liabilities and Provisions	Note 6
Restated Statement of Property Plant & Equipment	Note 7
Restated Statement of Non-Current Investments	Note 8
Restated Statement of Long-Term Loans & Advances	Note 9
Restated Statement of Other Non-Current Assets	Note 10
Restated Statement of Inventories	Note 11
Restated Statement of Trade Receivables	Note 12
Restated Statement of Cash & Cash Equivalents	Note 13
Restated Statement of Short-Term Loans and Advances and Other Current Assets	Note 14
Restated Statement of Revenue from Operations	Note 15
Restated Statement of Other Income	Note 16
Restated Statement of Cost of Material Consumed	Note 17
Restated Statement of Changes in Inventories	Note 18
Restated Statement of Employee Benefit Expenses	Note 19

Restated Statement of Finance Cost	Note 20
Restated Statement of Operational & Other Expenses	Note 21
Restated Statement of Mandatory Accounting Ratios	Note 22
Restated Statement of Capitalization	Note 23
Restated Statement of Related Party Transactions	Note 24
Restated Statement of Tax Shelters	Note 25
Restated Additional Notes	Note 26-29
Restated Ratios	Annexure A

- II) The Restated Financial Information contains all the disclosures required by the SEBI ICDR regulations and disclosures as required by Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 issued by the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable, unless contrary to the requirement of Accounting Standards prescribed under section 133 of the Act.
- III) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
- IV) In our opinion, the above financial information contained in Annexure I to Annexure III and Note 1 to 29 of this report read along with the Restated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- V) Consequently, the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- VI) The report should not in any way be construed as a re-issuance or re-drafting of any of the previous audit reports, nor should this have been constructed as a new opinion on any of the financial statements referred to herein.
- VII) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- VIII) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME-IPO for the Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

## 6. Auditor's Responsibility:

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## 7. Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

a) In the case of Restated Statement of Assets and Liabilities of the Company as at March 31, 2024, March 31, 2023, March 31, 2022;

b) In the case of the Restated Statement of Profit and Loss of the Company for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022;

c) In the case of the Restated Cash Flow Statement of the Company for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022;

**For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

Sd/-

**CA (Dr.) N K Mittal**

(Partner)

Membership Number: 046785

UDIN: 24046785BKAOMK4663

Place: Mumbai

Date: 30<sup>th</sup> May, 2024.

**Annexure I**  
**Statement of Assets & Liabilities, As Restated**

(Rs. in Lacs)

Particulars	Note	31.03.24	31.03.23	31.03.22
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	1	1,242.77	1,240.07	14.98
Reserve & Surplus	1	941.61	431.14	1,277.29
<b>Total (A)</b>		<b>2,184.38</b>	<b>1,671.21</b>	<b>1,292.27</b>
<b>Non-Current Liabilities</b>				
Long Term Borrowings	2	2,070.88	1,732.91	1,937.63
Deferred Tax Liabilities (Net)	3	53.24	50.02	43.84
Other Long-Term Liabilities	4	-	3.17	3.17
<b>Total (B)</b>		<b>2,124.12</b>	<b>1,786.10</b>	<b>1,984.63</b>
<b>Current Liabilities</b>				
Short Term Borrowings	5	3,999.83	1,958.02	1,992.20
Trade Payables	6	2,141.07	2,082.10	1,783.71
Other Current Liabilities	6	92.79	175.60	94.41
Short Term Provisions	6	11.32	-	20.88
<b>Total (C)</b>		<b>6,245.00</b>	<b>4,215.72</b>	<b>3,891.20</b>
<b>Total (D=A+B+C)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>
<b>Assets</b>				
<b>Non-Current Assets</b>				
Property, Plant & Equipment:				
(i) Tangible Assets	7	2,032.94	1,934.33	2,162.98
(ii) Intangible Assets	7	1.99	0.43	0.52
Non-current investments	8	47.52	-	-
Deferred tax assets (net)				
Long term loans and advances	9	12.85	12.85	12.85
Other Non-Current Assets	10	75.72	72.09	93.78
<b>Total (E)</b>		<b>2,171.02</b>	<b>2,019.71</b>	<b>2,270.13</b>
<b>Current Assets</b>				
Inventories	11	4,930.31	3,848.21	3,016.54
Trade Receivables	12	3,008.77	1,587.26	1,616.25
Cash & Bank Balances	13	122.60	98.10	102.99
Short Term Loans & Advances & Other Current Assets	14	320.79	119.74	162.19
			-	
<b>Total (F)</b>		<b>8,382.47</b>	<b>5,653.31</b>	<b>4,897.98</b>
<b>Total (G=E+F)</b>		<b>10,553.50</b>	<b>7,673.02</b>	<b>7,168.11</b>

In terms of our report attached.

**For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

sd/-

**CA (Dr.) N K Mittal**

(Partner)

Membership Number: 046785

**For Durlax Top Surface Limited**

sd/-

**Shravan Suthar**

Managing Director

sd/-

**Kalpana Joshi**

Chief Financial Officer

sd/-

**Lalit Suthar**

Whole Trime Director

sd/-

**Komal Birla**

Company Secretary

Place: Mumbai

Date: 30th May, 2024

Place: Mumbai

Date: 30th May, 2024

**RPS**

**Annexure II**  
**Statement of Profit & Loss, As Restated**

(Rs. in Lacs)

Particulars	Note	31.03.24	31.03.23	31.03.22
<b>Income</b>				
Revenue from Operations	15	9,076.42	6,673.83	4,735.82
Other Income	16	7.51	10.37	5.99
<b>Total Income (A)</b>		<b>9,083.93</b>	<b>6,684.20</b>	<b>4,741.81</b>
<b>Expenditure</b>				
Cost of materials consumed	17	7,447.64	5,745.46	4,021.41
Purchase of Traded goods			-	-
Changes in Inventories of stock in trade	18	(329.54)	(464.84)	(356.26)
Employee Benefit Expenses	19	169.79	156.94	91.59
Finance Cost	20	378.59	343.88	327.03
Operational and Other Expenses	21	685.01	454.59	315.18
Depreciation and Amortization Charges	7	211.16	232.55	265.24
<b>Total Expenditure (B)</b>		<b>8,562.65</b>	<b>6,468.58</b>	<b>4,664.19</b>
<b>Profit before exceptional and extraordinary items and tax (C=A-B)</b>		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>
Exceptional items (D)		-	-	-
<b>Profit before extraordinary items and tax (E=C-D)</b>		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>
Extraordinary items (F)		-	-	-
<b>Net Profit before Tax (G=E-F)</b>		<b>521.29</b>	<b>215.62</b>	<b>77.62</b>
<b>Less: Provision for Taxes (H)</b>				
Current Tax		13.00	-	20.88
Deferred Tax		3.22	6.18	8.32
Earlier Tax		-	-	-
<b>Profit (Loss) for the period (G-H)</b>		<b>505.07</b>	<b>209.44</b>	<b>48.42</b>
<b>Earnings per equity share :</b>				
1) Basic		4.06	1.75	0.41
2) Diluted		4.06	1.75	0.41

**For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

sd/-

**CA (Dr.) N K Mittal**

(Partner)

Membership Number: 046785

**For Durlax Top Surface Limited**

sd/-

**Shravan Suthar**

Managing Director

sd/-

**Lalit Suthar**

Whole Time Director

sd/-

**Kalpana Joshi**

Chief Financial Officer

sd/-

**Komal Birla**

Company Secretary

Place: Mumbai

Date: 30th May, 2024

Place: Mumbai

Date: 30th May, 2024

**Annexure -III**  
**Statement of Cash Flow, As Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before taxes	521.29	215.62	77.62
Adjustment for:			
Add: Depreciation & Amortizations	211.16	232.55	265.24
Add: Interest Expenses	336.03	312.36	288.86
Operating Profit before Working capital changes	<b>1,068.48</b>	<b>760.53</b>	<b>631.72</b>
Adjustments for:			
(Increase)/ Decrease in Trade Receivable	(1,421.51)	28.99	(1,106.18)
(Increase)/ Decrease in Short Term Loans & Advances & Other Current Assets	(201.05)	42.45	22.48
(Increase)/ Decrease in Long Term Loans & Advances	-	-	3.58
(Increase)/ Decrease in Other Non-Current Assets	4.40	23.71	22.49
(Increase)/ Decrease in Inventories	(1,082.10)	(831.67)	(558.32)
Increase/ (Decrease) in Other Current Liabilities	(82.81)	81.19	(6.86)
Increase/ (Decrease) in Short Term Provisions	-	-	0.00
Increase/ (Decrease) in Long Term Liability	(3.17)	-	-
Increase/ (Decrease) in Trade Payables	58.97	298.38	1,148.23
<b>Cash Generated from/used in Operations</b>	<b>(1,658.78)</b>	<b>403.58</b>	<b>157.13</b>
Direct Taxes paid	(1.68)	(20.88)	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1,660.47)</b>	<b>382.70</b>	<b>157.13</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Sale / (Purchase) of Property, Plant & Equipment (Including Capital goods)	(311.32)	(3.83)	(2.69)
(Increase)/ Decrease in Fixed Deposit	(24.30)	(2.64)	(43.96)
(Increase)/ Decrease in Current Investments	-	-	-
(Increase)/ Decrease in Non Current Investments	(47.52)	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(383.14)</b>	<b>(6.47)</b>	<b>(46.65)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Shares Issue	2.70	56.50	-
Securities Premium on shares	5.40	113.00	-
Increase/ (Decrease) in Short Term Borrowings	2,041.80	(34.17)	864.62
Increase/ (Decrease) in Long Term Borrowings	337.97	(204.71)	(681.53)
Interest paid	(336.03)	(312.36)	(288.86)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>2,051.84</b>	<b>(381.74)</b>	<b>(105.78)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>8.23</b>	<b>(5.51)</b>	<b>4.71</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>3.97</b>	<b>9.48</b>	<b>4.77</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>12.20</b>	<b>3.97</b>	<b>9.48</b>

**For N K Mittal & Associates**

Chartered Accountants

Firm Registration Number: 113281W

sd/-

**CA (Dr.) N K Mittal**

(Partner)

Membership Number: 046785

**For Durlax Top Surface Limited**

sd/-

**Shravan Suthar**

Managing Director

sd/-

**Lalit Suthar**

Whole Trime Director

sd/-

**Kalpna Joshi**

Chief Financial Officer

sd/-

**Komal Birla**

Company Secretary

Place: Mumbai

Date: 30th May, 2024

Place: Mumbai

Date: 30th May, 2024

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE RESTATED FINANCIAL STATEMENT**

**1. CORPORATE INFORMATION:**

Durlax Top Surface Private Limited (the 'Company') previously known as Durlax India Private Limited was incorporated on 03<sup>rd</sup> May 2010 as a private limited company under the Companies Act, 1956. The Company is engaged in the business of Trading & Manufacturing Solid Surface Sheet. The Company has been converted into a public limited company on 29<sup>th</sup> March, 2023.

**2. SIGNIFICANT ACCOUNTING POLICIES:**

**A. Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 (as amended) and Companies (Accounts Standards) Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**B. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the Company to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Differences between the actual result and estimates are recognized in the period in which the results are known / materialized. Significant estimates used by management in the preparation of these financial statements includes estimates of the economic useful lives of property, plant and equipment.

**C. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be easily measured.

**Sale of Goods**

Revenue is recognized when the significant risks and rewards of ownership are transferred to the buyer, there is no continuing management involvement with the goods, the amount of revenue can be measured reliably, recovery of the consideration is probable and the associated costs and possible return of goods can be estimated reliably. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, value added tax, GST and applicable trade discounts and allowances, but inclusive of excise duty. Revenue includes shipping and handling costs billed to the customer.

**Export entitlements**

Export entitlements from government authorities are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

**Other Income**

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**D. Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation. Cost of an asset comprises of its purchase price and direct cost attributable to bringing the asset to its present condition for its intended use and borrowing cost on qualifying assets.



Advances paid towards acquisition of property, plant and equipment, outstanding at each balance sheet date are disclosed as capital advances.

The Management estimates the useful lives of the assets as per the indicative useful life prescribed in Schedule II to the Companies Act, 2013.

Block of assets	Estimated useful lives (years)	
	By management	Per schedule II
Building	40	30
Plant & Machinery	25	15
Office Equipment	5	5
Computers	3	3
Vehicles	8	8
Furniture and fixtures	10	10

Intangible assets are amortized over their estimated life on straight-line method

#### E. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset are capitalized as part of the cost of that asset till the date of capitalization of qualifying asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### F. Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rates closely prevailing on the date of the transaction. At the year-end, all the monetary assets and liabilities denominated in foreign currencies are restated into rupee equivalents at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All exchange differences arising on such restatements are reflected in the Statement of Profit and Loss.

#### G. Earnings per share

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

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.

#### H. Employee benefits

- (i) The contribution to provident fund is applicable to company.
- (ii) Gratuity is a post-employment benefit and is a defined benefit plan. Presently company do not have any employee who has completed five (5) years of service.
- (iii) All short-term employee benefits are recorded as expenses. Short term employee benefits including salaries, non-monetary benefits (such as medical care).

#### I. Tax expense

Tax expense comprises current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period. Tax liability has been computed being higher of Minimum Alternate Tax (MAT) and tax under normal provisions of Income-tax Act. MAT credit are being recognized that there is convincing evidence that the Company will pay normal tax. The excess tax paid under MAT provisions being over and above regular tax liability can be carried forward for a period of ten years from the year of recognition and is available for set off against future tax liabilities computed under regular tax provisions. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in

one period and is capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

#### J. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturity of three months or less.

#### K. Impairment

At each Balance Sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication of impairment based on internal or external factors. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the Statement of Profit and Loss.

#### L. Leases

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to statement of profit and loss on a straight-line basis over the lease term unless other systematic basis is more representative of the time pattern of the benefit.

#### M. Contingent liabilities

The Company creates a provision where there is a present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Contingent Liabilities which are not recorded in the Financial Statements are as under:

a) The Company has imported Plant & Machinery under EPCG Scheme for which the company has legal obligation to export goods within Six year from date of licenses, the details of licenses are as follows:

Sr No	Date of Issue of License	License No	Amount of Goods to be Exported	Amount of duty to be paid
1	28-10-2016	0330045650	28,11,22,827	4,88,02,970
2	19-01-2017	0330046241	18,21,322	3,20,322
3	08-06-2017	0330047328	4,92,99,915	82,48,979
	<b>TOTAL</b>		<b>33,22,44,064</b>	<b>5,73,72,271</b>

If the company is not able to comply with this export obligation, then the company shall be liable to pay custom duty of Rs. 5,73,72,271/-.

The company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of Rs. 73,69,200/- to obtain this Bank Guarantee the company has offered fixed deposit with PNB to the tune of Rs. 18,43,050/-.

b) The Company has imported Raw Material under Advance Licenses Scheme and is under a legal obligation to export goods within Eighteen Months from the date of license, however the company was not able to fulfil these export obligations, hence the company has made an application to the concerned authority to extent

time period to enable it to fulfil the export obligations. This application is not yet decided upon by the concern authority. The details of aforesaid advanced licenses are as follows:

Sr No	Date of issue of License	License No	Amount of Goods to be exported	Amount of duty to be paid
1	10-04-2017	0310812402	1,59,35,805	42,44,180
2	27-07-2017	0310814878	4,62,00,000	1,14,72,315
	<b>TOTAL</b>		<b>6,21,35,805</b>	<b>1,57,16,495</b>

If the company is not able to comply with this export obligation, then the company shall be liable to pay custom duty of Rs. 1,57,16,495/-

The Company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of Rs. 32,72,000/- to obtain this Bank Guarantee the company has provided fixed deposit with PNB to the tune of Rs. 10,33,000/- as collateral security.

c) The Company has not taken any Group Gratuity Policy or made any provision for likely Gratuity Liabilities which may arise in future.

### **3. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS.**

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

### **4. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently, the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

#### **Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure -W of the enclosed financial statements.

#### **Earnings Per Share (AS 20):**

Earnings per Share have been calculated and is already reported in the enclosed financial statements.

#### **MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under:

#### **Statement of adjustments in the Financial Statements**

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

(Rs. in Lacs)

Financial Year ended	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>
	2024	2023	2022
Profit after tax as per Audited Statement of Account(A)	393.64	262.59	125.86
Adjustments:			
(Additional)/Reduced Depreciation on FA	12.61	(71.83)	(51.34)
Excess Provision made for Deferred Tax Liability	2.42	18.68	-
Reverse Recognized DTA	-	-	(21.64)
Recognized DTL instead of DTA	-	-	(8.32)
Prior Period Depreciation	96.40	-	-
Reversal of Expenses	-	-	3.86
Profit after tax as per Restated Profit & Loss(A)	<b>505.07</b>	<b>209.44</b>	<b>48.42</b>

**Other Notes:****1. Realizations:**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**2. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**3. Adjustment in opening reserves and surplus**

In the year, 2021-22, opening balance of Profit / (Loss) Brought Forward stood at Rs. (113.91) Lacs as per audited financial statements and excess depreciation on fixed assets of earlier years have been added to the tune of Rs.92.43 Lacs in financial year 2021-22. We have adjusted the same and increased the opening balance of Profit / (Loss) Brought Forward by Rs. 92.43 Lacs and same as per restated financials stand revised to Rs. (21.48) Lacs.

**4. Other Adjustment in Balance sheet**

Letter of Credit to the tune of Rs. 617.64 lacs were included in Long Term Borrowing, which has been removed from Long Term Borrowings and classified to Short Term Borrowings for the financial year 2021-2022. In the financial year 2021-2022, Current Investment representing Fixed Deposit to the tune of Rs. 136.56 Lacs respectively, which has been removed from Current Investment and classified under Other Non-Current Assets and Cash & Cash Balances. In the financial year 2021-2022 Other Non-Current Investment representing Recyclable stock to the tune of Rs. 621.92 lacs respectively, which has been removed from Other Non-Current Assets and classified under Inventories. In the Financial year 31<sup>st</sup> March 2023 excess DTL has been recognized to the tune of Rs. 18.68 lacs, which has been reversed. For the financial year 31<sup>st</sup> March 2022, DTA has been recognized instead of DTL, which has been reversed and recognized as DTL.

**5. Other Adjustment in Profit & Loss Account**

In the financial year 2021-2022, Other Expenses representing Bank Charges to the tune of Rs. 23.57 Lacs, which has been removed from Other Expenses and classified under Finance Cost. For the year 2021-2022 & 2022-2023 depreciation to the tune of Rs. 51.34 lacs & Rs. 71.83 lacs were charged less against the assets, which has been adjusted to the profit/ loss and fixed assets has been restated. In the year March 31<sup>st</sup> 2022 earlier year expenses was recognized to the tune to Rs. 3.86 lacs which has been reversed.

**6.a Reconciliation of Net Worth as per DRHP and Restated Financial Statement (RFS) in DRHP****(Rs. In Lacs)**

<b>Particulars</b>	<b>Mar-23</b>	<b>Mar-22</b>	<b>Mar-21</b>
Net Worth as per DRHP (a)	1,726.37	1,294.28	1,213.62
Net Worth as per RFS in DRHP (b)*	1,670.27	1,238.18	1,157.52
Difference (c)*	56.1	56.1	56.1

\*Due to the typographical error inadvertently in the Net Worth as per RFS in DRHP, Deferred tax Liability (DTL) was excess charged to the tune of Rs.56.10 lacs which has been reversed.

**6.b Reconciliation of Net Worth as per DRHP and RHP****(Rs. In Lacs)**

<b>Particulars</b>	<b>Mar-23</b>	<b>Mar-22</b>
<b>Net worth as per DRHP</b>	<b>1,726.37</b>	<b>1,294.28</b>
Adjustments:		
Less: Additional Depreciation Charged in Profit and Loss	-71.83	-49.42
Add: Previous Excess Depreciation charged and now reversed in Opening Reserves	-	92.43
Add: Reversal of DTL due to change in depreciation in Profit and Loss	18.68	13.32
Add: Reversal of prior period expenses in Profit & Loss	0	3.86
Add/ Less: Previous year Balance of Adjustment b/f	-2.01	-62.2
<b>Net Worth as per RHP</b>	<b>1,671.21</b>	<b>1,292.27</b>

**7. Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest rupees in lakhs. Figures in brackets indicate negative values. Any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off.

*(This space has been left blank intentionally)*

## Note 1

## STATEMENT OF DETAILS OF SHARE CAPITAL, RESERVES &amp; SURPLUS, AS RESTATED

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Share Capital</b>			
<b>Authorized Share Capital</b>			
(i) 2,00,00,000 Equity shares of Rs.10 each	2,000.00	2,000.00	-
(ii) 50,00,000 Equity shares of Rs.10 each	-	-	500.00
(iii) 50,00,000 Preference shares of Rs.10 each	-	-	500.00
<b>Issued, Subscribed &amp; Fully Paid up Share Capital</b>			
<b>Equity Share Capital</b>			
12427701 shares @ Rs 10 each fully paid up	1,242.77	-	-
12400701 shares @ Rs 10 each fully paid up	-	1,240.07	-
149819 shares @ Rs 10 each fully paid up	-	-	14.98
<b>Share Capital (A)</b>	<b>1,242.77</b>	<b>1,240.07</b>	<b>14.98</b>
<b>General Reserves:</b>			
<b>Securities Premium</b>	194.76	1,250.34	1,250.34
Less: Bonus shares issued	-	(1,168.59)	-
Add: Addition during the year	5.40	113.00	-
<b>Securities Premium Carried Forward (B)</b>	<b>200.16</b>	<b>194.76</b>	<b>1,250.34</b>
<b>Profit / (Loss):</b>			
Profit / (Loss) Brought Forward	236.38	26.94	(21.48)
Add: Profit / (Loss) for the year	505.07	209.44	48.42
Add: MVAT Refund	-	-	-
Less: Tax Deducted at Source	-	-	-
<b>Profit / (Loss) Carried Forward (C)</b>	<b>741.45</b>	<b>236.38</b>	<b>26.94</b>
<b>Total (A+B+C)</b>	<b>2,184.38</b>	<b>1,671.21</b>	<b>1,292.27</b>

## Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(Rs. in Lacs)

	31-Mar-24		31-Mar-23		31-Mar-22	
	No.	Amount (Rs.)	No.	Amount (Rs.)	No.	Amount (Rs.)
<b>Equity Shares of Rs 10/- Each, Fully paid up</b>						
At the Beginning of the year	1,24,00,701	1,240.07	1,49,819	14.98	1,49,819	14.98
Issued during the period - Bonus issue	-	-	1,16,85,882	1,168.59	-	-
Issued during the period - sweat equity	-	-	-	-	-	-
Issued during the year	27,000	2.70	5,65,000	56.50	-	-
At the end of the year	<b>1,24,27,701</b>	<b>1,242.77</b>	<b>1,24,00,701</b>	<b>1,240.07</b>	<b>1,49,819</b>	<b>14.98</b>

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Equity Shares carry one vote. Dividend if any will be declared in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

The Company has increased its Authorised Share Capital from 1,00,00,000 equity shares to 2,00,00,000 equity shares having a face value of Rs. 10/- each held in Board meeting dated 21st November, 2022.

The Company has made a Preferential Allotment of 5,92,000 Equity Shares having a face value of Rs. 10/- each fully paid up for the cash at a price of Rs. 30/- per equity share (Including a share premium of Rs. 20/- per equity shares) aggregating to Rs. 177.60 lakhs allotment were made at various Board Meeting 07th January 2023, 27th February 2023, 17th March 2023 & 13th April 2023

The Company has made a Bonus allotment of 1,16,85,882 shares in the ratio of 78 shares for existing 1 Equity Shares having a face value of Rs. 10/- each fully paid up bonus share by capitalizing the Reserve & Surplus aggregating to Rs. 1168.59 lakhs held at Board Meeting 26th December 2022.

Note 2

Statement of Long-Term Borrowings, as Restated

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>a. Secured Loans</b>			
- Term Loan	360.65	337.49	638.45
<b>b. Loans from related parties</b>			
- Unsecured loans from Directors	1,095.95	579.23	732.29
- Unsecured loans from Director's Relative	296.37	292.05	47.66
<b>c. Other Loans &amp; Advances (Unsecured)</b>	317.92	524.15	519.22
<b>Total</b>	<b>2,070.88</b>	<b>1,732.91</b>	<b>1,937.63</b>

STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF LONG-TERM BORROWINGS, AS RESTATED AS ON 31st MARCH 2024.

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lacs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.03.24 (Rs. Lacs)
Punjab National Bank	Term Loan	20-03-2023	Business Purpose	554	14.40%	Charge on Plant & Machinery, Factory Land (Leased out to Company for 33 Yrs) & Building & Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Pankaj Suthar & Mr. Laxmichand Suthar	46.13 Quarterly Repayment	138.41
Mahindra & Mahindra Financial Services Limited	Machinery Term Loan	05-03-2024	Business Purpose	54.86	9.50%	Charge on Plant & Machinery, Security Deposit of Rs. 16.46 lacs @ 8.50% & Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar	05 Years	45.78
Mahindra & Mahindra Financial Services Limited	Machinery Term Loan	20-03-2024	Business Purpose	206	11.00%	Charge on Plant & Machinery, Security Deposit of Rs. 20.60 lacs @ 7.50% & Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar	05 Years	176.46
Shravan Suthar	Term Loan	31-03-2011	Business Purpose	1100	Nil	Unsecured	15 Years	1,095.95
Laxmichand Suthar	Term Loan	07-04-2015	Business Purpose	160	Nil	Unsecured	10 Years	209.79
Laxmichand Suthar HUF	Term Loan	07-07-2015	Business Purpose	33	Nil	Unsecured	10 Years	32.52
Neev Furnitech	Term Loan	07-07-2016	Business Purpose	19	Nil	Unsecured	10 Years	51.59
Urmila Suthar	Term Loan	01-01-2022	Business Purpose	2.5	Nil	Unsecured	10 Years	2.47
Deutsche Bank	Term Loan	30-11-2022	Business Purpose	39.7	17.00%	Unsecured	5 Years	12.26
Ambit Finvest Private Limited	Term Loan	21-07-2023	Business Purpose	50	16.00%	Unsecured	03 Years	26.58
HDFC Bank Ltd	Term Loan	27-05-2023	Business Purpose	35.15	15.00%	Unsecured	03 Years	16.57
Hero Fincorp Ltd	Term Loan	21-06-2023	Business Purpose	30.3	17.00%	Unsecured	03 Years	15.37
MKJ Enterprises Ltd	Term Loan	06-11-2019	Business Purpose	72	9.00%	Unsecured	10 Years	6.59
Aadinath Diamonds Pvt Ltd	Term Loan	13-03-2019	Business Purpose	95.26	9.00%	Unsecured	10 Years	108.43
Mansi Gems Pvt Ltd	Term Loan	13-03-2019	Business Purpose	110.4	9.00%	Unsecured	10 Years	132.13

**Note 3**

## Statement of Deferred Tax Liabilities / Deferred Tax Assets, as Restated

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Deferred tax Liabilities	53.24	50.02	43.84
Deferred tax Assets	-	-	-
<b>Total</b>	<b>53.24</b>	<b>50.02</b>	<b>43.84</b>

**Note 4**

## Long term Liabilities

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Security Deposit*	-	3.17	3.17
<b>Total</b>	<b>-</b>	<b>3.17</b>	<b>3.17</b>

\*Security deposit represents trade deposit taken in the normal course of business realizable after twelve months from the reporting period.

*(This space has been left blank intentionally)*



Note 5

Statement of Short Term Borrowings, as Restated

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
a. Loan repayable on Demand			
<u>From Bank</u>			
Bank Overdraft	3,036.40	1,021.67	1,062.96
Letter of Credit	662.86	617.66	617.64
Other loan repayable within year (Secured & Unsecured)	300.57	318.69	311.59
<b>Total</b>	<b>3,999.83</b>	<b>1,958.02</b>	<b>1,992.20</b>

STATEMENT OF DETAILS OF SECURED AND UNSECURED LOAN OF SHORT-TERM BORROWINGS, AS RESTATED AS ON 31st MARCH, 2024

Name of Lender	Type of Loan	Date of Last Sanction / Agreement	Purpose	Sanction Amount (Rs. Lacs)	Rate of Interest	Securities Offered	Re-Payment	Outstanding as on 31.03.24 (Rs. Lacs)
Punjab National Bank	Working Capital	20-03-2023	Medium Term Working Capital for Business Purpose	1100	14.40%	Hypothecation of Stock & Book Debts and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Pankaj Suthar & Mr. Laxmichand Suthar	Not defined	1,168.76
Mumbai District Central Co-op Bank Ltd	Working Capital	29-08-2023	Medium Term Working Capital for Business Purpose	1900	12.50%	Pari Pasu on Land, Building, Plant & Machinery, Office premises no 301 & Shop no 1 & 2 & Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar.	Not defined	1,867.64
Punjab National Bank	Letter of Credit	20-03-2023	Business Purpose	730	Cash Margin in Form of FDR @15%	Cash Margin in Form of FDR @15% and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Pankaj Suthar & Mr. Laxmichand Suthar	Not defined	662.86
Punjab National Bank	GECL	20-03-2023	Business Purpose	131	9.25%	Extension of registered mortgage in favour of bank including personal guarantee.	Interest for 12 Months & 8.19 plus Interest in 36 Months	16.02
Punjab National Bank	Term Loan	20-03-2023	Business Purpose	554	14.40%	Charge on Plant & Machinery, Factory Land (Leased out to Company for 33 Yrs) & Building and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Pankaj Suthar & Mr. Laxmichand Suthar	46.13 Quarterly Repayment	184.55
Mahindra & Mahindra Financial Services Limited	Machinery Term Loan	05-03-2024	Business Purpose	54.86	9.50%	Charge on Plant & Machinery, Security Deposit of Rs. 16.46 lacs @ 8.50% & Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar	05 Years	9.08
Mahindra & Mahindra Financial Services Limited	Machinery Term Loan	20-03-2024	Business Purpose	206	11.00%	Charge on Plant & Machinery, Security Deposit of Rs. 20.60 lacs @ 7.50% & Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar	05 Years	29.54
Ambit Finvest Private Limited	Term Loan	21-07-2023	Business Purpose	50	16.00%	Unsecured	03 Years	15.47
HDFC Bank Ltd	Term Loan	27-05-2023	Business Purpose	35.15	15.00%	Unsecured	03 Years	11.20
Hero Fincorp Ltd	Term Loan	21-06-2023	Business Purpose	30.3	17.00%	Unsecured	03 Years	9.46
Poonawalla Fincorp Ltd	Term Loan	17-12-2021	Business Purpose	34.78	17.25%	Unsecured	05 Years	11.52
Deutsche Bank	Term Loan	30-11-2022	Business Purpose	39.7	17.00%	Unsecured	05 Years	13.73

**Note 6****Statement of Trade Payable, Current Liabilities & Provisions, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Current Liabilities</b>			
<b>Trade Payables</b>			
Due to Micro, small and medium enterprises	-	-	-
Others			
Less Than 1 Year	2,097.19	1,986.63	1,783.71
1 to 2 Years	43.88	95.46	-
2 to 3 Years		-	-
More than 3 Years		-	-
<b>Sub Total (A)</b>	<b>2,141.07</b>	<b>2,082.10</b>	<b>1,783.71</b>
<b>Note: Micro and Small Enterprises</b>			

1.The Company is in the process of obtaining necessary confirmation from suppliers regarding their status under Micro, small and Medium Enterprises(MSME) Development Act,2006 (the 'Act') and hence disclosures regarding the following have not been made

- i. Amount due and outstanding to MSME suppliers as at the end of accounting period/ year.
- ii. Interest paid during the period/year to MSME
- iii. Interest payable at the end of accounting period/year to MSME
- iv. Interest accrued and unpaid at the end of accounting period/year to MSME

**Management believes that the figures for disclosures, if any will not be significant.**

2. Trade Payable as on 31st March 2024 has been taken as certified by the management of the Company Durlax Top Surface Ltd

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Other Current Liabilities</b>			
Advance from Customers	37.64	115.48	64.47
Employee Related Expenses	18.27	17.73	14.62
Duties & Taxes	20.30	30.30	14.16
Other Liabilities	16.59	12.09	1.17
<b>Sub Total (B)</b>	<b>92.79</b>	<b>175.60</b>	<b>94.41</b>
<b>Short Term Provisions</b>			
Provision for Expenses	-	-	-
Provision for Taxation	11.32	-	20.88
<b>Sub Total (C)</b>	<b>11.32</b>	<b>-</b>	<b>20.88</b>
<b>Total (A+B+C)</b>	<b>2,245.18</b>	<b>2,257.70</b>	<b>1,899.01</b>

**Notes:**

1. Advance from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

Note 7

Statement of Property Plant & Equipment, as Restated

(Rs. in Lacs)

Particulars	PROPERTY, PLANT AND EQUIPMENTS						INTANGIBLE	Total
	Building	Computers	Motor Vehicle	Plant & Machinery	Office Equipment	Furniture and Electrical Fittings	Trade Mark & software	
<i>COST OR VALUATION</i>								
At 31 March 2021	863.08	44.53	49.59	2,468.59	23.62	280.93	0.38	3,730.71
Additions	-	1.69	-	-	0.20	0.26	0.54	2.69
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2022	863.08	46.22	49.59	2,468.59	23.82	281.19	0.92	3,733.40
Additions	-	1.00	-	2.57	-	0.22	0.03	3.83
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2023	863.08	47.22	49.59	2,471.17	23.82	281.41	0.95	3,737.23
Additions	-	1.19	12.85	292.00	3.33	-	1.95	311.32
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2024	863.08	48.41	62.43	2,763.17	27.15	281.41	2.90	4,048.55
<i>DEPRECIATION</i>								
At 31 March 2021	191.15	40.39	46.26	815.66	19.18	191.75	0.29	1,304.67
Charge for the year	49.78	1.64	0.52	188.48	1.63	23.07	0.11	265.24
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2022	240.93	42.02	46.78	1,004.14	20.82	214.81	0.40	1,569.91
Charge for the year	46.07	1.35	0.22	167.06	0.95	16.79	0.11	232.55
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2023	287.00	43.38	47.01	1,171.21	21.76	231.60	0.51	1,802.46
Charge for the year	42.63	1.76	4.40	148.18	1.56	12.24	0.40	211.16
Disposals	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2024	329.63	45.14	51.41	1,319.38	23.32	243.84	0.91	2,013.62
<b>NET BLOCK - Property, Plant &amp; Equipments</b>								
<b>i) Tangible Assets</b>								
At 31 March 2022	622.15	4.19	2.80	1,464.45	3.00	66.38	-	2,162.98
At 31 March 2023	576.09	3.84	2.58	1,299.96	2.06	49.81	-	1,934.33
At 31 March 2024	533.45	3.27	11.03	1,443.78	3.83	37.57	-	2,032.94
<b>ii) Intangible Assets</b>								
At 31 March 2022	-	-	-	-	-	-	0.52	0.52
At 31 March 2023	-	-	-	-	-	-	0.43	0.43
At 31 March 2024	-	-	-	-	-	-	1.99	1.99

**Note 8****Statement of Non-Current Investments, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Non-Trade, Unquoted (Value at Cost, unless stated otherwise)			
4752 Shares (PY: Nil) of Rs. 1000 each of the Mumbai District Central Co-Op Bank Ltd, Mumbai	47.52	-	-
<b>Total</b>	<b>47.52</b>	<b>-</b>	<b>-</b>

**Note 9****Statement of Long-Term Loans & Advances, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Security Deposits*	12.85	12.85	12.85
<b>Total</b>	<b>12.85</b>	<b>12.85</b>	<b>12.85</b>

\* Security deposit represents utility, fixed deposit under CST given in the normal course of business realisable after twelve months from the reporting period.

**Note 10****Statement of Other Non-Current Assets, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Pre-Operative Expenses	22.63	27.03	43.84
MAT Credit	-	-	6.90
Fixed Deposit	53.09	45.06	43.05
<b>Total</b>	<b>75.72</b>	<b>72.09</b>	<b>93.78</b>

**Note 11****Statement of Inventories, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Raw Material	1,573.13	820.57	453.74
Work-in-Progress	795.76	345.02	248.21
Recyclable Stock	39.71	525.63	621.92
Finished Goods	2,521.71	2,156.99	1,692.67
<b>Total</b>	<b>4,930.31</b>	<b>3,848.21</b>	<b>3,016.54</b>

**Note 12****Statement of Trade Receivables, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Trade Receivable (Exceeding Six Months)</b>			
Secured, Considered Good	103.13	115.98	235.31
Unsecured, Considered Good	-	-	-
Doubtful	-	-	-
Less: Provision of Doubtful Trade Receivables	-	-	-
	<b>103.13</b>	<b>115.98</b>	<b>235.31</b>
<b>Trade Receivable (Less than Six Months)</b>			
Secured, Considered Good	2,905.64	1,471.28	1,380.94
Unsecured, Considered Good	-	-	-
Doubtful	-	-	-
Less: Provision of Doubtful Trade Receivables	-	-	-
	<b>2,905.64</b>	<b>1,471.28</b>	<b>1,380.94</b>
<b>Total</b>	<b>3,008.77</b>	<b>1,587.26</b>	<b>1,616.25</b>

**Note 13****Statement of Cash & Cash Equivalent, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Cash balances	11.54	0.40	7.97
Balances with banks			
-In the Current Account	0.66	3.56	1.51
-Margin Money*	110.41	94.14	93.51
<b>Total</b>	<b>122.60</b>	<b>98.10</b>	<b>102.99</b>

\*Margin Money represents a Fixed Deposit which is a lien against the Letter of Credit

**Note 14****Statement of Short-Term Loans & Advances and Other Current Assets, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Short-Term Loans &amp; Advance</b>			
Others Unsecured	13.96	13.17	13.06
	<b>13.96</b>	<b>13.17</b>	<b>13.06</b>
<b>Other Current Assets</b>			
Prepaid Expenses	17.46	10.36	5.55
GST Credit	85.99	44.52	69.27
Advance to Creditor	174.79	32.81	53.36
Balance with Revenue Authorities	16.47	9.45	5.45
Other Current Assets	12.13	9.45	15.52
	<b>306.84</b>	<b>106.58</b>	<b>149.14</b>
<b>Total</b>	<b>320.79</b>	<b>119.74</b>	<b>162.19</b>

**Note 15****Statement of Revenue from operation, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
a) Sale of Goods *	9,076.42	6,673.83	4,735.82
b) Other Operating Income		-	-
<b>Total</b>	<b>9,076.42</b>	<b>6,673.83</b>	<b>4,735.82</b>

\* Includes Branch sales of INR 6.74 Lacs, INR 2.43 Lacs & INR 14.34 Lacs Respectively

**Note 16****Statement of Other Income, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Interest Income	7.51	8.50	5.99
Other Income	-	1.76	-
Sundry Balance w/off	-	0.12	-
<b>Total</b>	<b>7.51</b>	<b>10.37</b>	<b>5.99</b>

**Note 17****Statement of Cost of Material, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Opening Stock	820.57	453.74	251.68
Add: Purchase *	8,200.20	6,112.29	4,223.47
	<b>9,020.77</b>	<b>6,566.03</b>	<b>4,475.14</b>
Less: Closing Stock	1,573.13	820.57	453.74
Cost of Material Consumed	7,447.64	5,745.46	4,021.41
<b>Total</b>	<b>7,447.64</b>	<b>5,745.46</b>	<b>4,021.41</b>

\* Includes Branch purchase of INR 6.74 Lacs, INR 2.43 Lacs & INR 14.34 Lacs Respectively

(This space has been left blank intentionally)

**Note 18****Statement of Changes in Inventories, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<u>Inventories at end of year</u>			
Finished Goods	2,521.71	2,156.99	1,692.67
Work-in-progress	795.76	345.02	248.21
Recyclable Stock	39.71	525.63	621.92
	3,357.18	3,027.64	2,562.81
<u>Inventories at beginning of year</u>			
Finished Goods	2,156.99	1,692.67	1,438.08
Work-in-progress	345.02	248.21	146.55
Recyclable Stock	525.63	621.92	621.92
	3,027.64	2,562.81	2,206.54
<b>Decrease / (Increase) of Inventories</b>	<b>(329.54)</b>	<b>(464.84)</b>	<b>(356.26)</b>

**Note 19****Statement of Employee Benefit Expenses, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Salaries of wages	111.30	95.68	82.86
Contribution to provident and other fund	5.09	9.85	8.21
Staff Welfare Expenses	5.39	3.41	0.52
Directors Remuneration	48.00	48.00	-
<b>Total</b>	<b>169.79</b>	<b>156.94</b>	<b>91.59</b>

**Note 20****Statement of Finance Cost, as Restated**

(Rs. in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Interest on borrowings	323.23	302.66	249.45
Bank Charges	12.81	29.71	23.57
Other Interest	12.80	9.71	39.42
Processing fees	29.74	1.80	14.59
<b>Total</b>	<b>378.59</b>	<b>343.88</b>	<b>327.03</b>

*(This space has been left blank intentionally)*

**Note 21****Statement of Other Expenses, as Restated**

(Rs. in Lacs)

<b>Particulars</b>	<b>31.03.24</b>	<b>31.03.23</b>	<b>31.03.22</b>
Manufacturing Expenses	351.16	247.08	136.93
<b>Other Expenses</b>			
Advertising Expenses	-	-	0.57
Audit Fees	2.25	3.19	1.25
Business Promotion Expenses	42.52	17.14	5.96
Commission & Brokerage	6.63	4.26	2.89
Computer and Internet Expenses	0.03	0.35	1.06
Courier & Postage Charges	6.51	4.75	4.38
Discount Charges	-	9.05	2.26
Foreign Exchange Fluctuation	1.31	5.16	3.57
Fuel Charges & Vehicle Expenses	13.60	3.45	6.96
GST Expenses	0.71	-	-
Insurance	4.72	10.67	9.91
Legal Fees	0.45	0.42	1.04
Listing fees	0.06	0.24	-
Miscellaneous Expenses	3.73	8.81	6.74
Office Expenses	15.87	13.26	27.74
Power & Electricity Expenses	1.98	1.65	1.48
Printing & Stationary	14.44	12.79	2.81
Professional Fees	95.30	15.30	42.04
Pre-Operative Expenses Written off	4.40	16.81	22.49
Recruitment Charges	1.57	0.54	0.29
Rent, Rates & Taxes	21.03	12.33	7.38
Repair & Maintenance Expenses	11.08	6.52	2.26
ROC Filing Fees	3.53	9.50	-
Stamp Duty & Registration Charges	25.22	-	-
Sitting Fees	3.75	-	-
Telephone, Mobile & Internet Expenses	2.73	2.59	2.56
Traveling Expenses	50.43	48.73	22.60
<b>Total</b>	<b>685.01</b>	<b>454.59</b>	<b>315.18</b>



**Note 22****Statement of Accounting Ratios**

(Rs. in Lacs except Shares and EPS)

Particulars	31.03.24	31.03.23	31.03.22
Net Worth (A)	2,184.38	1,671.21	1,292.27
Net Profit after Tax (B)	505.07	209.44	48.42
No. of Shares outstanding at the end (C)	1,24,27,701	1,24,00,701	1,18,35,701*
Face Value Per share	10	10	10
Adjusted Face Value Per share for ratio calculations	10	10	10
Weighted average number of shares post effect of bonus issue (D)	1,24,26,887	1,19,39,665	1,18,35,701
Earnings per Share (EPS) (B / D) (Rs.)	4.06	1.75	0.41
Return on Net Worth (B / A)	23.12%	12.53%	3.75%
Net Assets Value per Share (A / C)	17.58	13.48	10.92

\* The Bonus Shares issued during FY 22-23 has been considered as if this were issued prior to FY 21-22.

**Definitions of key ratios:**

**I. Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares- outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

**II. Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year.

**III. Net Asset Value (Rs.):** Net Worth at the end of the year / Number of equity shares.

**IV. Net Profit,** as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Note 23

Capitalization Statement

(Rs. in Lacs)

Particulars	Pre-issue	Post Issue *
<b>Borrowing</b>		
Short - Term Debt	3,999.83	
Long - Term Debt	2,070.88	
Total Debt	6,070.71	
<b>Shareholders' Funds</b>		
Share Capital		
- Equity	1,242.77	
- Preference	-	
Reserves & Surplus	941.61	
Share Application Money	-	
Less: Deferred Tax Assets	-	
Total Shareholder's Funds	<b>2,184.38</b>	
Total Debt / Shareholders Fund	2.78	
Long - Term Debt / Shareholders Fund	0.95	

\* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

**Note 24****Statement of Details of Related Party Transaction**

List of Related Parties, as disclosed by Management: -

**Key Managerial Persons**

1. Shravan Suthar- Managing Director
2. Lalit Suthar- Whole Time Director
3. Kalpana Joshi- CFO w.e.f 19.09.2023
4. Sunil Khalate- CFO upto 18.09.2023
5. Narayan Uttam Samantra- Independent Director
6. Abhishek Bansal- Independent Director
7. Roxy Rajendra Teniwal- Independent Director
8. Honey Bansal- Company Secretary upto 22.06.2023
9. Sejal Solanki- Company Secretary upto 20.05.2024
10. Komal Birla- Company Secretary w.e.f 20.05.2024

**Relatives of Key Managerial Persons**

1. Laxmichand Suthar
2. Durga Laxmichand Suthar
3. Pankaj Suthar
4. Rinku Chauhan
5. Urmila Suthar
6. Nirma Suthar
8. Neev Suthar
9. Takshay Suthar
10. Saisha Suthar

**Entities in which KMP and their Relatives are interested**

1. Laxmichand Suthar HUF
2. SDC Enterprises (Shravan Suthar HUF)
3. Lalit Suthar HUF
4. Pankaj Suthar HUF
5. Laxmichand Suthar Proprietorship
6. Lalit Suthar Proprietorship
7. Shravan Design Co
8. Ardent Projects
9. Kuber Trading Co
10. Neev Furnitech

Transactions with Key Managerial Persons and their Relatives

(Rs in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Part A : Transaction during the year/period</b>			
<b>Borrowings Received:</b>			
Shravan Suthar	1,166.91	393.04	266.84
Lalit Suthar	121.87	72.04	9.5
Laxmichand Suthar	-	24.24	31.53
Neev Furnitech	89.27	31	-
Urmila Suthar	-	-	2.5
Kuber Trading	-	0.89	7.00
Pankaj Suthar	62.99	50.03	2.58

(Rs in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Borrowings Repaid</b>			
Shravan Suthar	650.19	367.8	528.4
Lalit Suthar	119.42	50.17	34.82
Laxmichand Suthar	46.76	22.74	8.72
Neev Furnitech	38.19	42.25	6.83
Urmila Suthar	-	0.015	0.02
Kuber Trading	-	-	6.1
Pankaj Suthar	60.00	0.58	55.02
<b>Managerial Remuneration</b>			
Lalit Suthar	18.00	18.00	-
Shravan Suthar	30.00	30.00	-
<b>Sitting Fees</b>			
Abhishek Bansal	1.17	-	-
Roxy Teniwal	1.29	-	-
Narayan Uttam Samantra	1.29	-	-
<b>Salary Paid</b>			
Sunil Khalate	2.00	0.66	-
Kalpana Joshi	2.57	-	-
Sejal Solanki	1.84	-	-
Honey Bansal	1.38	-	-
<b>Sales:</b>			
Ardent Projects	30.33	18.71	53.16
Neev Furnitech	19.51	0.62	-
<b>Rent:</b>			
Laxmichand Suthar	3.00	2.25	3.00
Shravan Suthar	18.00	9.30	0.60
<b>Purchase:</b>			
Ardent Projects	6.11	28.42	0.66
Kuber Trading	252.00	-	-

(Rs in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
<b>Closing balances at the end of year</b>			
<b>Loans &amp; Advances Receivable:</b>			
Lalit Suthar	-	2.44	24.31
Pankaj Suthar	-	2.98	52.43
<b>Expenses Payable</b>			
Shravan Suthar	30.47	11.03	0.05
Laxmichand Suthar	3.24	-	-
<b>Salary Payable</b>			
Sunil Khalate	-	0.35	-
Kalpana Joshi	0.38	-	-
Sejal Solanki	0.10	-	-
Honey Bansal	1.38	-	-
<b>Sitting Fees Payable</b>			
Abhishek Bansal	1.07	-	-
Roxy Teniwal	1.19	-	-
Narayan Uttam Samantra	1.19	-	-
<b>Debtors</b>			
Ardent Projects	8.53	-	18.18
Neev Furnitech	2.33	-	-
<b>Creditors</b>			
Ardent Projects	-	1.58	-
Kuber Trading	7.22	-	-
<b>Long-Term Borrowings:</b>			
Shravan Suthar	1095.95	579.23	553.98
Laxmichand Suthar	209.79	256.55	255.05
Neev Furnitech	51.59	0.5	11.77
Laxmichand Suthar HUF	32.52	32.52	32.52
Urmila Suthar	2.47	2.46	2.48
Kuber Trading	-	-	0.89

**Note 25****Statement of Tax Shelters**

(Rs in Lacs)

Particulars	31.03.24	31.03.23	31.03.22
Profit before tax as per Restated P/L	521.29	215.62	77.62
<b>Adjustment</b>			
<u>Permanent differences</u>			
Expenses Disallowed under Income Tax Act, 1961	2.23	2.79	-
Employee PF/ ESIC	8.50	8.18	
Total Permanent Differences (A)	10.73	10.97	0
<u>Timing Differences</u>			
Add: Depreciation as per Companies Act, 2013	211.16	232.55	265.24
Less: Depreciation as per Income Tax Act, 1961	223.55	256.32	297.23
Other Disallowances including U/s 43B		-	-
Total Timing Differences (B)	-12.39	-23.77	-31.99
Net Adjustment (C) = (A+B)	-1.66	-12.80	-31.99
Income after Adjustment	519.63	202.82	45.63
<b>Adjustment</b>			
Less : Carry forward lossess (set off) to the extent of avaibale profit	-472.14	-202.82	-45.63
Net Profit available for Taxation	47.49	0.00	-0.00
Applicable Corporate Tax Rate	25.17%	25.17%	26.00%
Minimum Alternative Tax Rate	15.60%	15.60%	15.60%
Tax Payable as per MAT rate (D)	NA*	NA*	12.11
Tax as per Applicable Corporate Tax Rate (E)	13.00	0.00	-0.00
Tax Payable (Higher of D & E)	13.00	0.00	12.11

\* opted for Section 115BAA @ 22%

**26 Event occurring after the Balance Sheet Date**

To the best of knowledge of the management, there are no events occurring after the Balance sheet date that provide additional information materially affecting the determination of the amount relating to the conditions existing at the Balance sheet date that requires adjustment to the Assets or Liabilities of the Company.

**27 Other statutory information**

- i) The Company has not traded or invested in crypto currency or virtual currency during the year.
- ii) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- iv) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- vii) The Company has not been declared wilful defaulter by any banks / financial institution or government or any government authority.
- viii) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the current year or previous year.
- ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- x) The Company has obtained term loans from banks and financial institution during the year.
- xi) The Company does not have any transactions and outstanding balances during the current as well previous year with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**28 Ratios : As per Annexure "A"**

- 29** Figures of the previous year have been regrouped, reclassified and/or rearranged whenever necessary to compare with the figures of the current year.

Signatures to Notes 1 to 29

As per our report of even date  
**For N K Mittal & Associates**  
Chartered Accountants,  
Firm Registration Number : 113281W

sd/-  
**N K Mittal**  
Partner  
Membership Number : 046785

For and on behalf of the Board of Directors  
**For Durlax Top Surface Limited**

sd/-    sd/-  
**Shravan Suthar                          Lalit Suthar**  
Managing Director                      Whole Time Director

sd/-    sd/-  
**Kalpna Joshi                              Komal Birla**  
Chief Financial Officer                      Company Secretary

Place : Mumbai  
Date: 30th May, 2024

Place : Mumbai  
Date: 30th May, 2024

DURLAX TOP SURFACE LIMITED

Notes forming part of the financial statements

Annexure "A"

Financial Ratio

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022	% change in 2023-24 & 2022-23	% change in 2022-23 & 2021-22	Reason for change in the ratio by more than 25% in 2023-24 & 2022-23	Reason for change in the ratio by more than 25% in 2022-23 & 2021-22
(a) Current Ratio	1.34	1.34	1.26	0.28%	6.54%	NA	NA
(b) Debt-Equity Ratio	2.78	2.21	3.04	25.84%	-27.38%	Company has utilised credit facilities such as Cash Credit, Term loans and Unsecured loans during the period.	Decrease is on account of increase in Net Profit during the year.
(c) Debt Service Coverage Ratio	0.27	0.40	1.36	-33.50%	-70.58%	Decrease is on account of increase in Net Operating Income during the year.	Decrease is on account of increase in Net Operating Income during the year.
(d) Return on Equity Ratio	0.26	0.14	0.04	85.36%	256.65%	Improvement in ratio due to % increase in earnings as compared to previous year.	Improvement in ratio due to % increase in earnings as compared to previous year.
(e) Inventory turnover ratio	1.70	1.67	1.47	1.37%	13.94%	NA	NA
(f) Trade Receivables turnover ratio	3.95	4.17	4.45	-5.21%	-6.46%	NA	NA
(g) Trade payables turnover ratio	3.88	3.16	3.49	22.81%	-9.43%	NA	NA
(h) Net capital turnover ratio	5.06	5.46	4.70	-7.31%	16.08%	NA	NA
(i) Net profit ratio	5.56%	3.14%	1.02%	77.32%	206.91%	Improvement in margin due to optimisation of cost	Improvement in margin due to optimisation of cost
(j) Return on Capital employed	0.20	0.16	0.12	25.20%	30.63%	Improvement on account of profits earned by the company during the year	Improvement on account of profits earned by the company during the year
(K) Return on Investment	NA	NA	NA	NA	NA		



## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

The accounting ratios derived from Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth (A)	2,184.38	1,671.21	1,292.27
Net Profit after Tax (B)	505.07	209.44	48.42
No. of Shares outstanding at the end (C)	1,24,27,701	1,23,97,701	1,18,33,975*
Face Value Per share	10	10	10
Adjusted Face Value Per share for ratio calculations	10	10	10
Weighted average number of shares post effect of bonus issue (D)	1,24,26,887	1,19,38,113	1,18,35,701
Earnings per Share (EPS) (B / D) (Rs.)	4.06	1.75	0.41
Return on Net Worth (B / A)	23.12	12.53%	3.75%
Net Assets Value per Share (A / C)	17.58	13.48	10.92

\* The Bonus Shares issued during FY 22-23 has been considered as if they were issued prior to FY 21-22.

Notes:

The ratios have been calculated as below:

- **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares- outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.
- **Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year.
- **Net Asset Value (Rs.):** Net Worth at the end of the year / Total outstanding equity shares.
- Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024 as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Financial Information – Restated Financial Statements" and "Risk Factors" on pages 166, 163 and 29, respectively.

*(Amount in ₹ in Lakhs)*

Particulars	Pre-Offer	Post-Offer
Borrowings		
Short term debt (A)	3,999.83	3,999.83
Long Term Debt (B)	2,070.88	2,070.88
<b>Total debts (C)</b>	<b>6,070.71</b>	<b>6,070.71</b>
Shareholders' funds		
Equity	1,242.77	1,662.77
Preference	-	
Reserve and surplus - as restated	941.61	3,377.61
Share Application Money	-	
Less: Deferred Tax Assets	-	
Total shareholders' funds	2,184.38	5,040.38
Total debt / shareholders' funds	2.78	1.20
Long term debt / shareholders' funds	0.95	0.41

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the Financial year ended on March 31, 2024, March 31, 2023, March 31, 2022. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 29 of this Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-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 Durlax Top Surface Limited, our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for the financial year ended on March 31, 2022, March 31, 2023, March 31, 2024, included in this Prospectus beginning on page 163.

### BUSINESS OVERVIEW

We are engaged in the business of manufacturing of solid surface material, which is sold across India, through an extensive distribution network of distributors and direct customers and also exported to various countries such as Dubai, Bahrain, Greece, Nepal. We operate through two brands namely LUXOR® and SPIRON®, which provide a wide range of solid surfaces. Our LUXOR® brand offers Acrylic UV Solid Surfaces, while SPIRON® offers Modified Solid Surfaces.

Situated in Vapi, our manufacturing facility is equipped with German and South Korean technologies and advanced machinery to produce solid surface materials. We aim to meet the demands of our customers and create pleasing and functional spaces across various sectors.

Our solid surfaces find applications in residential, commercial, hospitality, healthcare, exterior, and diverse industries, providing durable solutions for countertops, vanities, offices, retail spaces, hotels, hospitals, outdoor projects, and more.

### Capacity and Capacity utilisation

The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

Products	Units	2021-22			2022-23			2023-24		
		Capacity	Production	Utilization	Capacity	Production	Utilization	Capacity	Production	Utilization
Solid Surface sheet	No. of Sheet	1,20,000	93,822	78.19 %	1,20,000	1,07,000	89.17 %	240,000	1,72,724	71.97 %

Note:

- Batch per day is considered based on 8 hours working of plant per day.
- No. of working days considered in the FY 2021-22 is 300 days and FY 2022-23 is 300 and FY 2023-24 is 300 days.
- Production has achieved 1,72,724 sheets in 2 Shifts.

As certified by M-Tech Services LLP, Independent Chartered Engineers vide their certificate dated May 1, 2024.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of March 31, 2024 as disclosed in this Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. Heavy reliance on a few customers and absence of long-term agreements poses a significant risk to our business and financial performance.
2. General economic conditions in India where we have ongoing businesses like COVID-19, changes in laws and regulations.
3. Underutilization of our production capacities could hinder our ability to meet market demand effectively, potentially impacting our overall business performance and growth prospects.
4. Company's inability to retain the experienced staff.
5. Increased market fragmentation.
6. Competition with existing and new entrants
7. Disruptions in the supply chain can lead to higher costs, reduced production, and lost sales.

### OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure IV" beginning under Chapter titled "Financial Information" beginning on page 163 of this Prospectus.

### RESULTS OF KEY OPERATIONS

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years ended March 31, 2024, 2023 and 2022 the components of which are also expressed as a percentage of total revenue for such period and financial years.

(₹ in lakhs)

Particulars	For the year ended March 31, 2024	% of Total Revenue	For the year ended March 31, 2023	% of Total Revenue	For the year ended March 31, 2022	% of Total Revenue
Revenue from operation	9,076.42	99.92%	6,673.83	99.84%	4,735.82	99.87%
Other income	7.51	0.08%	10.37	0.16%	5.99	0.13%
<b>Total Revenue</b>	<b>9,083.93</b>	<b>100.00%</b>	<b>6,684.20</b>	<b>100.00%</b>	<b>4,741.81</b>	<b>100.00%</b>
Cost of materials consumed	7,447.64	81.98%	5,745.46	85.96%	4,021.41	84.81%
Changes in Inventories of stock in trade	(329.54)	(3.63%)	(464.84)	(6.95%)	(356.26)	(7.51%)
Employee Benefit Expenses	169.79	1.87%	156.94	2.35%	91.59	1.93%
Finance Cost	378.59	4.17%	343.88	5.14%	327.03	6.90%
Operational and Other Expenses	685.01	7.54%	454.59	6.80%	315.18	6.65%
Depreciation and Amortization Charges	211.16	2.32%	232.55	3.48%	265.24	5.59%
<b>Total Expenses</b>	<b>8,562.65</b>	<b>94.26%</b>	<b>6,468.58</b>	<b>96.77%</b>	<b>4,664.19</b>	<b>98.36%</b>

Particulars	For the year ended March 31, 2024	% of Total Revenue	For the year ended March 31, 2023	% of Total Revenue	For the year ended March 31, 2022	% of Total Revenue
<b>Profit before tax extraordinary item</b>	<b>521.29</b>	<b>5.74%</b>	<b>215.62</b>	<b>3.23%</b>	<b>77.62</b>	<b>1.64%</b>
Extraordinary item	-	0.00%	-	0.00%	-	0.00%
<b>Profit / (Loss) before Tax</b>	<b>521.29</b>	<b>5.74%</b>	<b>215.62</b>	<b>3.23%</b>	<b>77.62</b>	<b>1.64%</b>
<b>Tax Expenses</b>						
Current Tax	13.00	0.14%	-	0.00%	20.88	0.44%
Deferred Tax	3.22	0.04%	6.18	0.09%	8.32	0.18%
Earlier Tax	-	0.00%	-	0.00%	-	0.00%
<b>Net Profit after tax</b>	<b>505.07</b>	<b>5.56%</b>	<b>209.44</b>	<b>3.13%</b>	<b>48.42</b>	<b>1.02%</b>

**Revenue from Operations:** Revenue from operations mainly consists of sale of goods which include our products namely, ASPIRON® and LUXOR®

**Other Income:** Other income includes interest income, foreign exchange difference gain, sundry balance written off, Other non-operating income and MAT credit.

**Total Income:** Our total income comprises of revenue from operations and other income.

**Total Expenses:** Company's total expenses consist of cost of material consumed, Purchase of Traded Goods, change in inventories of stock in trade, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

**Other Expenses:** Other expenses primarily consist of business promotion expenses, audit fees, insurance, office expenses, pre-operative expenses written off, professional fees, rent rates and taxes and travelling expenses.

**Employee Benefits Expense:** Employee benefit expense includes salaries and wages, contribution to provident and other fund, staff welfare expenses and director remuneration.

**Finance Cost:** Finance cost includes interest on borrowings, bank charges, other interest and processing fees.

**Depreciation:** The Depreciation is calculated based on Written Down Value method.

#### COMPARISON OF F.Y. 2024 WITH F.Y. 2023:

##### Revenue from Operations

The Company's total revenue for the financial year 2023-24 is ₹ 9,076.42 lakhs. This represents a 36.00% increase compared to the previous financial year's total revenue of ₹ 6,673.83 lakhs. This increase is due to an increased volume of goods sold accompanied by increase in average rate of per unit sold.

##### Other Income

In the financial year 2023-24, the Other Income recorded a decrease of 27.58%, amounting to ₹ 7.51 lakhs, as compared to ₹ 10.37 lakhs in financial year 2022-23. This decrease in other income due to the decrease in interest income by ₹ 0.99 lakh.

##### Total Expenses

The total expenses for the financial year 2023-24, were ₹ 8,562.65 lakhs, while the total expenses for the financial year 2022-23, were ₹ 6,468.58 lakhs. This indicates an increase in total expenses of ₹ 2,094.06 lakhs, or approximately 32.37%. The increase is on account of increase in cost of materials consumed, employee benefit expenses, finance cost, and other expenses.

#### **Cost of materials consumed**

The cost of material consumed increased from ₹ 5,745.46 lakhs in financial year 2022-23 to ₹ 7,447.64 lakhs in financial year 2023-24. This represents an increase of approximately ₹ 1,702.18 lakhs or 29.63% which is due to increase in production of solid surface sheet from 1,07,000 units in financial year 2022-23 to 1,72,724 units in financial year 2023-24.

#### **Employee Benefits Expenses**

The Employee benefit expenses increase by 8.19% to ₹ 169.79 lakhs in the Financial Year 2023-24 against that of ₹ 156.94 lakhs in Financial Year 2022-23. The increase in employee expenses was on account increase in salary and wages, and staff welfare expenses and decrease in contribution to Provident and other fund by ₹ 15.62 lakhs, ₹ 1.98 lakhs and ₹ 4.76 lakhs respectively.

#### **Finance Cost**

The Finance cost increase by 10.09% to ₹ 378.59 lakhs in the Financial Year 2023-24 against that of ₹ 343.88 lakhs in Financial Year 2022-23. The increase of the Finance Charges is on account increase in interest expenses, other interest and processing fees by ₹ 20.57 lakhs, ₹ 3.09 and ₹ 27.94 in the FY 2023-24 which was offset to some extent by decrease in bank charges by ₹ 16.90 lakhs.

#### **Depreciation and Amortization Expenses**

The Depreciation and Amortization expenses decrease by ₹ 21.39 lakhs which is equivalent to decrease of 9.20% to ₹ 211.16 lakhs in the financial year 2023-24 against that of ₹ 232.55 lakhs in financial year 2022-23. The decrease in depreciation was due to lower opening written down value of the assets.

#### **Other Expenses**

The Other expenses increase by 50.69% to ₹ 685.01 lakhs in the financial year 2023-24 against that of ₹ 454.59 lakhs in financial year 2022-23. The other expenses increase mainly on account of increase of Manufacturing Expenses by ₹ 104.08 lakhs, Business Promotion Expenses by ₹ 25.38 lakhs, Professional fees by ₹ 80.00 lakhs and Stamp Duty & Registration Charges by ₹ 25.22 lakhs and few other expenses.

#### **EBDITA**

The EBITDA for financial year 2023-24 was ₹ 1,073.78 lakhs as compared to ₹ 779.87 lakhs for financial year 2022-23. The EBITDA was 11.83% of total revenue in financial year 2023-24 as compared to 11.69% in financial year 2022-23. The EBITDA as percentage of total income increase in financial year 2023-24 compared to financial year 2022-23 on account increase in revenue from operation.

#### **Profit after Tax (PAT)**

PAT is ₹ 505.07 lakhs for the financial year 2023-24 in compared to ₹ 209.44 lakhs in financial year 2022-23. The PAT was 5.56% of total revenue in financial year 2023-24 compared to 3.14% of total revenue in F.Y. 2022-23. The profit is increased on account of increase in total revenue in FY 2023-24 as compared to financial year 2022-23 and the improvement in the above mentioned overheads indicating the efficiency through the operating leverage leading to increase in overall margins. In view of the above and our focus on serving large consumers and/or distributors leading to exponential increase in sales and net profit margins.

#### **COMPARISON OF F.Y. 2023 WITH F.Y. 2022:**

#### **Income from Operations**

The Company's total revenue for the financial year 2022-23 is ₹ 6,673.83 lakhs. This represents a 40.92% increase compared to the previous financial year's total revenue of ₹ 4,735.82 lakhs. This increase is due to an increased volume of goods sold accompanied by increase in average rate of per unit sold.

### **Other Income**

In the financial year 2022-23, the Other Income recorded an increase of 73.12%, amounting to ₹ 10.37 lakhs, as compared to ₹ 5.99 lakhs in financial year 2021-22. This increase in other income due to an increase in interest income, other non-operating income and sundry balance w/off by ₹ 2.51 lakh, ₹ 1.76 lakh and ₹ 0.12 lakh respectively.

### **Total Expenses**

The total expenses for the financial year 2022-23, were ₹ 6,468.58 lakhs, while the total expenses for the financial year 2021-22, were ₹ 4,664.19 lakhs. This indicates an increase in total expenses of ₹ 1,804.40 lakhs, or approximately 38.69%. The increase is on account of increase in cost of materials consumed, employee benefit expenses, finance cost, and other expenses.

### **Cost of materials consumed**

The cost of material consumed increased from ₹ 4,021.41 lakhs in financial year 2021-22 to ₹ 5,745.46 lakhs in financial year 2022-23. This represents an increase of approximately ₹ 1,724.05 lakhs or 42.87% which is due to increase in production of solid surface sheet from 93,822 units in financial year 2021-22 to 1,07,000 units in financial year 2022-23.

### **Employee Benefits Expenses**

The Employee benefit expenses increase by 71.35% to ₹ 156.94 lakhs in the Financial Year 2022-23 against that of ₹ 91.59 lakhs in Financial Year 2021-22. The increase in employee expenses was on account increase in salary and wages, contribution to provident fund, staff welfare expenses and director remuneration by ₹ 12.82 lakhs, 1.64 lakhs, 2.89 lakhs and ₹ 48 lakhs respectively.

### **Finance Cost**

The Finance cost increase by 5.15% to ₹ 343.88 lakhs in the Financial Year 2022-23 against that of ₹ 327.03 lakhs in Financial Year 2021-22. The increase of the Finance Charges is on account increase in interest expenses and bank charges by ₹ 53.21 lakhs and ₹ 6.14 lakhs in the FY 2022-23 which was offset to some extent by decrease in other interest and processing fees by total of ₹ 42.50 lakhs.

### **Depreciation and Amortisation Expenses**

The Depreciation and Amortisation expenses decrease by ₹ 32.68 lakhs to ₹ 232.55 lakhs in the financial year 2022-23 against that of ₹ 265.24 lakhs in financial year 2021-22. The decrease in depreciation was due to lower opening written down value of the assets.

### **Other Expenses**

The Other expenses increase by 44.23% to ₹ 454.59 lakhs in the financial year 2022-23 against that of ₹ 315.18 lakhs in financial year 2021-22. The other expenses increase mainly on account of increase of Manufacturing Expenses by ₹ 110.15 lakhs, Business Promotion Expenses by ₹ 11.18 lakhs and increase in Traveling Expenses by ₹ 26.13 lakhs and few other expenses.

### **EBDITA**

The EBITDA for financial year 2022-23 was ₹ 779.87 lakhs as compared to ₹ 649.31 lakhs for financial year 2021-22. The EBITDA was 11.69% of total revenue in financial year 2022-23 as compared to 13.71% in financial year 2021-22. The EBITDA as percentage of total income decreased in financial year 2022-23 compared to financial year 2021-22 on account increase in finance cost in financial year 2022-23.

### **Profit after Tax (PAT)**

PAT is ₹ 209.44 lakhs for the financial year 2022-23 in compared to ₹ 48.42 lakhs in financial year 2021-22. The PAT was 3.14% of total revenue in financial year 2022-23 compared to 1.02% of total revenue in F.Y. 2021-22. The profit is increased on account of decrease in total expenses as percentage of total revenue and due to decrease in total tax expense by ₹ 23.02 lakhs in FY 2022-23 as compared to financial year 2021-22 and the improvement in the above mentioned overheads indicating the efficiency through the operating leverage leading to increase in overall margins. In view of the above and our focus on serving large consumers and/or distributors leading to exponential increase in sales and net profit margins.

## Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial years ended on 2024, 2023 and 2022:

<i>(₹ in lakhs)</i>			
<b>Particulars</b>	<b>FY 2024</b>	<b>FY 2023</b>	<b>FY 2022</b>
Net cash (used in)/ Generated from operating activities	(1,660.47)	382.70	157.13
Net cash (used in)/ Generated from investing activities	(383.14)	(6.47)	(46.65)
Net cash (used in)/ Generated from finance activities	2,051.84	(381.74)	(105.78)
Net increase/ (decrease) in cash and cash equivalents	8.23	(5.51)	4.71
Cash and Cash Equivalents at the beginning of the period	3.97	9.48	4.77
Cash and Cash Equivalents at the end	12.20	3.97	9.48

### *Cash Flow from Operating Activities*

For fiscal 2024, net cash utilized from operating activities was at ₹ 1,660.47 lakhs as compared to Profit Before Tax of ₹ 521.29 lakhs. The net cash from operating activities was after the adjustment of ₹ 211.16 lakhs for depreciation, ₹ 336.03 lakhs for interest expenses, decrease in working capital of ₹ 2,727.26 lakhs and direct tax paid of ₹ 1.68 lakhs. For fiscal 2023, net cash from operating activities was at ₹ 382.70 lakhs as compared to Profit Before Tax of ₹ 215.62 lakhs. The net cash from operating activities was after the adjustment of ₹ 232.55 lakhs for depreciation, ₹ 312.36 lakhs for interest expenses, decrease in working capital of ₹ 356.95 lakhs and direct tax paid of ₹ 20.88 lakhs. For fiscal 2022, net cash from operating activities was at ₹ 157.13 lakhs as compared to Profit Before Tax of ₹ 77.62 lakhs. The net cash from operating activities was after the adjustment of ₹ 265.24 lakhs for depreciation, ₹ 288.86 lakhs for interest expenses, decrease in working capital of ₹ 474.59 lakhs.

### *Cash Flow from Investing Activities*

For fiscal 2024, net cash utilized in investing activities is ₹ 383.14 lakhs due to purchase of fixed assets of ₹ 311.32 lakhs, increase in fixed deposits of ₹ 24.30 lakhs and in non-current investment of ₹ 47.52 lakhs. For fiscal 2023, net cash utilized in investing activities was ₹ 6.47 lakhs due to purchase of fixed assets of ₹ 3.83 lakhs and increase in fixed deposits of ₹ 2.64 lakhs. For fiscal 2022, net cash utilised in investing activities was ₹ 46.65 lakhs due to purchase of fixed assets of ₹ 2.69 lakhs and increase in fixed deposits of ₹ 43.96 lakhs.

### *Cash Flow from Financing Activities*

For fiscal 2024, net cash from financing activities is ₹ 2,051.84 lakhs due to payment of interest expenses of ₹ 336.03 lakhs this was offset by inflow from short term borrowings of ₹ 2,041.80 lakhs, from long term borrowing of ₹ 337.97 lakhs and from issue of share by ₹ 8.10 lakhs. For fiscal 2023, net cash utilised in financing activities was ₹ 381.74 lakhs due to payment of interest expenses of ₹ 312.36 lakhs, repayment of long-term borrowings ₹ 204.72 lakhs and repayment of short-term borrowings ₹ 34.17 lakhs this was offset to extent by cash inflow from issue of share by ₹ 169.50 lakhs. For fiscal 2022, net cash utilised in financing activities was ₹ 105.78 lakhs due to payment of interest expenses of ₹ 288.86 lakhs and repayment of long-term borrowings ₹ 681.53 lakhs this was offset by inflow from short term borrowings ₹ 864.62 lakhs.

## **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

### **1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.



**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page 29 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major activities derives from sale of our products named ASPIRON® and LUXOR®

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page 29 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 103 of this Prospectus.

**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new product or business services.

**9. The extent to which business is seasonal.**

Our Company’s business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

Our Company is dependent on any single or few suppliers of customers.

Particulars	March 31, 2024	FY 2022-23	FY 2021-22
Top 10 Customers	77.86%	71.24%	70.97%
Top 10 Suppliers	86.18%	84.30%	83.50%

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 103 and 114, respectively of this Prospectus.

## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Banks / Financial Institution in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities wherever applicable. As on March 31, 2024 our Company has total outstanding borrowings aggregating to ₹ 6,070.71 lakhs.

(₹ in Lakhs)

Sr. No.	Name of the Lender and address	Loan amount sanctioned	Loan currently Outstanding as on 31.03.2024 (As per Bank Statement)	% of Total Outstanding Loan Amount	Nature of Facility (i.e. working capital/letter of credit/term loan/vehicle loan)
<b>1. Loans and advances made to the Company (Secured Borrowings)</b>					
1	Mumbai District Central Co-op Bank* Address: Mumbai Bank Bhavan 207, Dr. D. N. Road., Fort, Mumbai 400001	1,900	1,867.64	30.76	Working Capital
2	Punjab National Bank** Address: Worli Naka Branch, Mumbai	1,100	1,168.76	19.25	Working Capital
		730	662.86	10.92	Letter of Credit
		131	16.02	0.26	GECL
		554	184.55	3.04	Term Loan
		554	138.41	2.28	Term Loan
3	Mahindra & Mahindra Financial Services Limited* Address: 4 <sup>th</sup> Floor, Mahindra Tower, Dr. G.M Bhosale Marg, P.K Kurne Chowk, Worli, Mumbai 400 018	54.86	45.78	0.75	Machinery Term Loan
		54.86	9.08	0.15	Machinery Term Loan
4	Mahindra & Mahindra Financial Services Limited* Address: 4 <sup>th</sup> Floor, Mahindra Tower, Dr. G.M Bhosale Marg, P.K Kurne Chowk, Worli, Mumbai 400 018	206	176.46	2.91	Machinery Term Loan
		206	29.54	0.49	Machinery Term Loan
<b>TOTAL (A)</b>			<b>4,299.10</b>	<b>70.82</b>	
<b>2. Loans and advances made to the Company (Unsecured Borrowings)</b>					
1	Shravan Suthar Address: 1602 Signia High Off Western Express Highway Magathane Near Metro Cash And Carry, Mumbai, Borivali East, 400066	1,100.00	1,095.93	18.05	Term Loan
2	Laxmichand Suthar Address: 2, Govind Nagar Malviya Road, Vile Parle East 400057	160.00	209.79	3.46	Term Loan
3	Mansi Gems Pvt Ltd Address: 101, Nishit Diamond Complex, Gujjar Falia, Mahidhar Pura Surat 395003	110.40	132.13	2.18	Term Loan
4	Aadinath Diamonds Pvt Ltd	95.26	108.43	1.79	Term Loan

Sr. No.	Name of the Lender and address	Loan amount sanctioned	Loan currently Outstanding as on 31.03.2024 (As per Bank Statement)	% of Total Outstanding Loan Amount	Nature of Facility (i.e. working capital/letter of credit/term loan/vehicle loan)
	Address: 816, 8th Floor, Rajhans Heights Mini Bazar, Varacha Road, Surat 395006				
5	Neev Furnitech Address: 301, Jaisingh Commospace, Dayal Das Road, FP 362, W. E. Highway, Vile Parle East Mumbai 400057	19.00	51.59	0.85	Term Loan
6	Ambit Finvest Pvt Ltd Address: Kanakia Wall Street 5th floor, A 506-510, Andheri kurla Road Andheri East, Mumbai – 400093	50.00	26.58	0.44	Term Loan
		50.00	15.47	0.25	Term Loan
7	Laxmichand Suthar HUF Address: 2, Govind Nagar Malviya Road, Vile Parle East 400057	33.00	32.52	0.54	Term Loan
8	HDFC Bank Ltd Address: Tradestar, Andheri East, Mumbai 400059	35.15	16.57	0.27	Term Loan
		35.15	11.20	0.18	Term Loan
9	Hero Fincorp Ltd Address: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057	30.30	15.37	0.25	Term Loan
		30.30	9.46	0.16	Term Loan
10	Deutsche Bank Address: P.O. Box No. 9095 Goregaon East Mumbai 400063	39.70	12.26	0.20	Term Loan
		39.70	13.73	0.23	Term Loan
11	Poonawalla Fincorp Ltd Address: 601, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune-411036	34.78	11.52	0.19	Term Loan
12	MKJ Enterprises Ltd Address: 2, Clive Ghat Street, Sagar Estate, Kolkata 700001	72.00	6.59	0.11	Term Loan
13	Urmila Suthar Address: 1602 Signia High Off Western Express Highway Magathane Near Metro Cash And Carry, Mumbai, Borivali East, 400066	2.50	2.47	0.04	Term Loan
<b>TOTAL (B)</b>			<b>1,771.61</b>	<b>29.18</b>	
<b>TOTAL (A+B)</b>			<b>6,070.71</b>	<b>100.00</b>	

*\*Personal Guarantee by Mr. Shravan Suthar & Mr. Lalit Suthar.*

*\*\*Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar & Mr. Pankaj Suthar.*

## SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Promoters and Directors (the “**Relevant Parties**”).

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on September 01, 2023, and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:

- a. *if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the profit after tax of the Company, as per the Restated Financial Statements.*
- b. *where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on September 01, 2023, determined that outstanding dues to creditors in excess of 5% of the outstanding trade payables as per the last audited financial statements. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.durlax.com](http://www.durlax.com)

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.durlax.com](http://www.durlax.com). It is clarified that for the purposes of the above, pre – litigations notices received by our Company Promoter, and the Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

### I. LITIGATIONS INVOLVING OUR COMPANY

#### A. *Litigation filed against our Company – 13*

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: 1

A company Berndorf Steel Belt Systems Limited., CO., (Republic of Korea) has filed a Commercial Arbitration Petition No.274 of 2022 under Section 46,47,48 and 49 of the Arbitration and Conciliation Act, 1996 in the Hon’ble High Court at Bombay against the Company for enforcement of arbitration award dated August 06, 2021 in Arbitration Case No.26015/FS. The Arbitration proceedings were held in Vienna as per the International Court of Arbitration of International Chamber of Commerce who had appointed Mag. Tamara Manasiejevic, LL.M. as the sole arbitrator. The Company and Berndorf Steel Belt Systems Limited., CO., had

entered into a contract dated February 03, 2016 for manufacture and delivery of Berndorf artificial marble production line. Upon delivery, the Company was required to make the payment against the invoice/memo raised by Berndorf Steel Belt Systems Limited., CO. As a result of non-payment, Berndorf Steel Belt Systems Limited., CO., invoked the arbitration clause of the said contract and initiated arbitration proceedings which culminated into the said award whereby the Company was ordered to pay a sum of USD 1,29,000/- along with interest at the rate of 6% per year from October 02, 2020 until full payment on the sum of USD 1,00,000/- and also a further sum of USD 25,000/-, EUR 19,254/- and GBP 500/- each with interest at the rate of 4% from the date of the final award until full payment. In pursuance of the said award, Berndorf Steel Belt Systems Limited., CO., has filed the said Commercial Arbitration Petition No.274 of 2022. Recently, the Company and Berndorf Steel Belt Systems Limited., CO., have initiated and entered into settlement talks to resolve the dispute amicably. The Company has offered a total sum of USD 70,000/- to Berndorf Steel Belt Systems Limited., CO. which has been principally agreed by Berndorf Steel Belt Systems Limited., CO. The Company and Berndorf Steel Belt Systems Limited., CO. shall enter into a formal settlement agreement and accordingly, the payment would be made by the Company.

○ Tax Proceedings: 12

Sr.No.	Nature of case	Amount involved	Authority before whom the proceedings are initiated	Date of hearing	Current status
1	For the Financial Year 2010-11, there is a TDS default by Company which is inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 1,12,160/-	Income Tax	N.A.	Pending for payment
2	For the Financial Year 2015-16, there is a TDS default by Company which is inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 1,03,840/-	Income Tax	N.A.	Pending for payment
3	For the Financial Year 2016-17, there is a TDS default by Company which is inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 65,360/-	Income Tax	N.A.	Pending for payment

Sr.No.	Nature of case	Amount involved	Authority before whom the proceedings are initiated	Date of hearing	Current status
4	For the Financial Year 2020-21, there is a TDS default by Company which is inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 60,370/-	Income Tax	N.A.	Pending for payment
5	For the Financial Year 2021-22, there is a TDS default by Company which is inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 75,840/-	Income Tax	N.A.	Pending for payment
6	For the Financial Year 2022-23, there is a TDS default by Company which is Short deduction, inclusive of interest on payment default under Section 201, interest on deduction default under Section 201, late filing under Section 234E and interest under Section 220(2) of Income Tax Act, 1961 respectively.	₹ 43,250/-	Income Tax	N.A.	Pending for payment
7	The Company has e-filed its return of income for A.Y. 2018-19 on September 30, 2018 declaring an income of Rs.8,43,510/- and deemed total income under section 115JB/115JC of Rs. 43,49,283/-. The same was processed u/s 143(1) by CPC and the case was selected for scrutiny under CASS. Assessment order u/s. 143(3) of the Act has been passed on March 01, 2021 wherein an amount of Rs. 1,90,30,936/- had been disallowed and assessment u/s 143(3) of the IT Act, 1961 was completed at Rs.	₹ 16,47,79,424/-	Income Tax	Date not yet fixed	Pending for hearing

Sr.No.	Nature of case	Amount involved	Authority before whom the proceedings are initiated	Date of hearing	Current status
	<p>1,98,74,446/- in the said case. Later on, the case was selected u/s 147 of the I.T Act, 1961. As per the information the incident report generated by CGST authorities indicate that M/s. Advance Computers and Mobiles India Pvt Ltd is engaged in issuing/generating/providing fake/bogus invoices for passing of fraudulent input tax credit without supply of goods. The information shared pertains to 12 entities. One of such entities is M/s. Madurai Multi Facilities Services Pvt Ltd whose one of beneficiaries is the Company.</p> <p>The Company has filed First Appeal on 22.04.2023 against the assessment order dated March 01, 2021 passed by the Assessing Officer for AY 2018-19. The Company has stated that it has submitted all the details and supporting documents to prove the genuineness of the transaction. The Company has challenged that the Assessing Officer without considering the submissions made by it has made addition of Rs. 9,75,70,653/- as unexplained investment u/s 69 of the I. T. Act, 1961. The said amount of Rs. 9,75,70,653/- was related to payment to creditors against purchases made by the appellant. The payment of Rs. 9,75,70,653/- was made by the appellant in the subsequent year. The total additions made by the Assessing Officer is Rs.14,73,54,560/- and accrued interest is Rs.31,62,555/- which is under challenge in the said Appeal.</p>				
8	For the first quarter of the year 2016-17, the Company has received a notice dated February 23, 2021 bearing reference no. 150083650322 of	₹ 12,37,374/-	Department of Trades and Taxes, Government	N.A.	Pending for payment

Sr.No.	Nature of case	Amount involved	Authority before whom the proceedings are initiated	Date of hearing	Current status
	default assessment of tax and interest under Section 9(2) of the Central Sales Tax Act, 1956 as the tax authority believes that the Company has not furnished returns or has furnished incomplete returns or incorrect returns. The tax authority believes that the Company has failed to furnish the details of forms received in Form 9 and failed to furnish the requisite declaration forms.		of NCT of Delhi		
9	For the second quarter of the year 2016-17, the Company has received the notice dated February 23, 2021 bearing reference no. 150083650315 of default assessment of tax and interest under Section 9(2) of the Central Sales Tax Act, 1956 as the tax authority believes that the Company has not furnished returns or has furnished incomplete returns or incorrect returns. The tax authority believes that the Company has failed to furnish the details of forms received in Form 9 and failed to furnish the requisite declaration forms.	₹ 15,67,769/-	Department of Trades and Taxes, Government of NCT of Delhi	N.A.	Pending for payment
10	For the third quarter of the year 2016-17, the Company has received a notice dated February 23, 2021 bearing reference no. 150083650325 of default assessment of tax and interest under Section 9(2) of the Central Sales Tax Act, 1956 as the tax authority believes that the Company has not furnished returns or has furnished incomplete returns or incorrect returns. The tax authority believes that the Company has failed to furnish the details of forms received in Form 9 and failed to furnish the requisite declaration forms.	₹ 11,18,549/-	Department of Trades and Taxes, Government of NCT of Delhi	N.A.	Pending for payment
11	For the fourth quarter of the year 2016-17, the Company has received a notice dated	₹ 6,39,627/-	Department of Trades and Taxes,	N.A.	Pending for payment



Sr.No.	Nature of case	Amount involved	Authority before whom the proceedings are initiated	Date of hearing	Current status
	February 23, 2021 bearing reference no. 150083650328 of default assessment of tax and interest under Section 9(2) of the Central Sales Tax Act, 1956 as the tax authority believes that the Company has not furnished returns or has furnished incomplete returns or incorrect returns. The tax authority believes that the Company has failed to furnish the details of forms received in Form 9 and failed to furnish the requisite declaration forms.		Government of NCT of Delhi		
12	For the first quarter of the year 2017-18, the Company has received a notice dated March 15, 2022 bearing reference no. 150083981991 of default assessment of tax and interest under Section 9(2) of the Central Sales Tax Act, 1956 as the tax authority believes that the Company has not furnished returns or has furnished incomplete returns or incorrect returns. The tax authority believes that the Company has failed to furnish the details of forms received in Form 9 and failed to furnish the requisite declaration forms.	₹ 5,80,197/-	Department of Trades and Taxes, Government of NCT of Delhi	N.A.	Pending for payment

### **B. Litigation filed by our Company – 1**

#### o Criminal proceedings: 1

1. The Company through Mr. Mehul Kawa has filed a Criminal Complaint No. 3275/SS/2019 against M/s. Touch Intexteriors and Mr. R. Manikandan impleaded as the accused in 7<sup>th</sup> Metropolitan Magistrate Court at Bhoiwada, Mumbai under Section 138 and 142 read with Section 141 of the Negotiable Instruments Act, 1881, in relation to dishonor of cheque issued in favor of the Company It is the case of the Company that M/s. Touch Intexteriors and Mr. R. Manikandan had entered into business arrangement with the Company sometime in 2018 as a result of which the Company started supplying/selling materials regularly on running account basis as per the orders placed by M/s. Touch Intexteriors and Mr. R. Manikandan. Upon completion of supply, the Company raised invoices from time to time upon M/s. Touch Intexteriors and Mr. R. Manikandan. The M/s. Touch Intexteriors and Mr. R. Manikandan made payment by cheque bearing no.853791 dated July 23, 2019 for a total amount of Rs.4,36,649/-. The Company upon presentation of the said cheque with its bank was shocked and surprised to learn that the said was dishonored on July 25, 2019 with a remark “funds insufficient” pursuant to which a legal notice was sent to the accused on July 31, 2022 and Complaint was filed on September 19, 2019. The Company

has stated that the total outstanding amounts have been received by it from M/s. Touch Intexteriors and Mr. R. Manikandan as a result of which the Company will not be proceeding with the case. The Company shall be taking appropriate steps for withdrawal of the Complaint from the said Court.

- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings- Nil

## **II. LITIGATIONS INVOLVING OUR PROMOTERS**

### **A. *Litigation filed against our Promoters – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings - Nil

### **B. *Litigation filed by our Promoters – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings- Nil

## **III. Litigations involving Director(s) of our Company**

### **A. *Litigation filed against our directors – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings- Nil

### **B. *Litigation filed by our directors – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings: Nil

#### **IV. Litigations involving Group Companies of our Company.**

##### **A. Litigation filed against our Group Companies – NA**

- Criminal proceedings: NA
- Outstanding actions by regulatory and statutory authorities: NA
- Civil Proceedings: NA
- Tax proceedings- NA

##### **B. Litigation filed by our Group Companies – NA**

- Criminal proceedings: NA
- Outstanding actions by regulatory and statutory authorities: NA
- Civil Proceedings: NA
- Tax proceedings- NA

#### **Outstanding dues to Small Scale Undertakings or any other Creditors**

In terms of our Materiality Policy adopted by the Board vide Resolution dated September 01, 2023 the Board deems all creditors above 5% of the outstanding trade payables as per the last audited financial statements as material creditors. As of March 31, 2024, our Company owes the following amounts to small scale undertakings, other creditors and material creditors.

<b>Sr. No.</b>	<b>Particulars</b>	<b>₹ in Lakhs</b>
1.	<b>Material Creditors</b>	Nil
2.	Micro and Small Enterprises	-
3.	Other Creditors	-
4.	<b>Other than Material Creditors</b>	<b>2,141.07</b>
	<b>Total</b>	<b>2,141.07</b>

*\*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see the website of our Company [www.durlax.com](http://www.durlax.com).*

The information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website: [www.durlax.com](http://www.durlax.com) would be doing so at their own risk.

#### **WILFUL DEFAULTER OR FRAUDULENT BORROWERS**

Our Promoters and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Prospectus.

#### **Material Developments**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Material Developments Subsequent to the last financial year*” on page 166 of this Prospectus, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months

## GOVERNMENT AND OTHER KEY APPROVALS

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively “Approvals”) from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer “*Key Industry Regulations and Policies*” on page 128 of this Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### (A) Approvals for the Offer

#### Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on September 01, 2023 authorised the Offer subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution dated September 21, 2023 passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Offer.

#### In-principle approval from the Stock Exchange

1. The Company has obtained in-principle listing approval from the SME Exchange of the National Stock Exchange of India dated March 5, 2024.

#### Agreements with CDSL and NSDL

1. The Company has entered into an agreement dated February 16, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated February 16, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0OUW01013.

### (B) Registration under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74999MH2010PTC202712	Companies Act, 2013	Certificate of Incorporation	May 03, 2010	Valid, till Cancelled
2.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74999MH2010PTC202712	Companies Act, 2013	Certificate of Incorporation (pursuant to change of name)	August 23, 2017	Valid, till Cancelled
3.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74999MH2010PTC202712	Companies Act, 2013	Certificate of Incorporation (pursuant to change of name)	January 06, 2023	Valid, till Cancelled
4.	Registrar of Companies, Assistant Registrar of Companies, Mumbai, Maharashtra	U74999MH2010PLC202712	Companies Act, 2013	Certificate of Incorporation (pursuant to conversion of company)	March 29, 2023	Valid, till Cancelled

**(C) Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AADCD4272D	May 01, 2023	Valid, till Cancelled
2.	Tax Deduction Account Number (TAN)*	Income Tax Department, Government of India	MUMD18063D	February 01, 2019	Valid, till Cancelled
3.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 (Maharashtra)	Government of India	27AADCD4272D1ZW	May 08, 2023	Valid, till cancelled
4.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017 (Gujarat)	Government of India	24AADCD4272D1Z2	May 11, 2023	Valid, till cancelled

**(D) Registration and Approvals under Statutory and Regulatory Act(s):**

<b>Sr. No.</b>	<b>Description</b>	<b>Authority</b>	<b>Registration Number</b>	<b>Date of Issue</b>	<b>Validity</b>
1.	Certificate of Registration under The Maharashtra State, Tax on Professions, Trades, Callings and Employment Act, 1976**	Government of Maharashtra	27660776070P	August 13, 2010	Valid till cancelled
2.	Certificate of Enrolment under sub-section (2) of Section 5 of the Gujarat State, Tax on Professions, Trades, Callings and Employment Act, 1976	Government of Gujarat	99541777249P	July 11, 2016	Valid till cancelled
3.	Allotment of Sub-Code under Employees' State Insurance Corporation Act, 1948**	Government of Maharashtra	35000381760000902	November 22, 2016	Valid till cancelled
4.	Allotment of Sub-Code under Employees' State Insurance Corporation Act, 1948*	Government of Gujarat	39350381760010902	April 10, 2023	Valid till cancelled
5.	Registration under Employee's Provident Funds and Miscellaneous Provisions Act, 1952**	Ministry of Labour and Employment, Government of India	KDMAL0215733000	October 28, 2015	Valid till cancelled
6.	Certificate of Importer- Exporter Code	Ministry of Commerce and Industry/ Directorate General of Foreign Trade	0310025541	July 13, 2010	Valid till cancelled
7.	UDYAM Registration Certificate	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-GJ-25-0001792	September 25, 2020	Valid till cancelled
8.	Registration under the Legal Metrology	Ministry of Consumer Affairs, Food and	GOI/GJ/2023/5236	August 16, 2023	Valid till cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
	(Packaged Commodities), Rules 2011	Public Distribution, Government of India			
9.	Permission for installation of equipment**	Executive Engineer, Dakshin Gujarat VIJ Company Limited	VPD-R/TECH-1/HT/RO/23/1199	February 22, 2017	Valid till cancelled
10.	No objection certificate issued by Gram Panchayat Moti Tambadi*	Sarpanch and Talathi Mantri, Gram Panchayat Moti Tambadi, Vapi-Valsad	N.A.	January 09, 2018	Valid till cancelled
11.	License for use as a factory under the Factories Act, 1948*	Deputy Director, Directorate Industrial Safety and Health, State of Gujarat	34812	May 02, 2018	December 31, 2027
12.	Registration for use as a factory under the Factories Act, 1948*	Deputy Director, Directorate Industrial Safety and Health, State of Gujarat	3462/22201/2018	May 02, 2018	December 31, 2027
13.	Registration Certificate under Rule 5(1) of Maharashtra Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2017#	Chief Officer, Government of India and Government of Maharashtra	820233233/KE Ward/Commercial II	February 01, 2023	Valid till cancelled
14.	Consent and authorisation for use and discharge of trade/sewage effluent and emission due to operation of industrial plant under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Wastes	Gujarat Pollution Control Board	AWH-40319	January 21, 2020	January 12, 2025

Sr. No.	Description	Authority	Registration Number	Date of Issue	Validity
	(Management and Transboundary Movement) Rules, 2016**				
15.	Certificate of Registration for quality management system as per the requirement of ISO 9001:2015	Magnitude Management Services Private Limited	23EQLT14	May 15, 2023	May 14, 2026
16.	Certificate of Registration for environment management system as per the requirement of ISO 9001:2015	Magnitude Management Services Private Limited	23EELA16	May 15, 2023	May 14, 2026
17.	Certificate of Registration under The Gujarat State, Tax on Professions, Trades, Callings and Employment Act, 1976	Talathi, Government of Gujarat	PEP2505530001	October 10, 2023	September 30, 2024
18.	Certificate of Enrolment under The Gujarat State, Tax on Professions, Trades, Callings and Employment Act, 1976	Talathi, Government of Gujarat	PEP2505530001	October 10, 2023	September 30, 2024
19.	Registration Certificate under the Gujarat Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2019	Talathi, Government of Gujarat	01	April 1, 2023	March 31, 2026

\* All above-mentioned approvals are in the previous name of the Company i.e. Durlax India Private Limited. The Company has or shall take appropriate steps to get its new name i.e. Durlax Top Surface Limited updated with all above- mentioned authorities with whom it has the existing approvals.

\*\* All above-mentioned approvals are in the previous name of the Company i.e. Durlax Archtech Private Limited. The Company has or shall take appropriate steps to get its new name i.e. Durlax Top Surface Limited updated with all above- mentioned authorities with whom it has the existing approvals.

# All above-mentioned approvals are in the previous name of the Company i.e. Durlax Top Surface Private Limited. The Company has or shall take appropriate steps to get its new name i.e. Durlax Top Surface Limited updated with all above- mentioned authorities with whom it has the existing approvals.

Note: Third Schedule of Notification dated July 08, 2021 by Urban Development and Urban Housing Department bearing reference no. GH/V/68 OF 2021/AGN-102021-100-L1, the Company is not required to obtain an NOC from the Fire Department/Authority. However, Company has obtained fire safety certificate by licensed authorised agency.



(E) Material Approvals not yet applied: Nil

(F) Material Approvals applied but not yet received: Nil

(G) Intellectual Property Related Approvals


The Company holds following Trademarks as on date of this Prospectus:

Sr. No.	Trademark Image	Application No./Trademark No.	Class Registration No.	Valid Upto
1-2		2630392 2630393	Under Class 1 Under Class 16	November 20, 2023*
3-7		2635691 2635692 2635693 2635694 2635695	Under Class 6 Under Class 17 Under Class 19 Under Class 20 Under Class 27	December 02, 2023*
8-9		2676216 2676217	Under Class 20 Under Class 27	February 11, 2024*
10-14		3918121 3918122 3918123 3918125	Under Class 1 Under Class 17 Under Class 19 Under Class 27	August 16, 2028
15		2714307	Under Class 11	April 08, 2024*
16-20		2152599 2152600 2152601 2152602 2152603	Under Class 1 Under Class 17 Under Class 19 Under Class 20 Under Class 27	May 31, 2031
21-23		2152605 2152606 2152608	Under Class 17 Under Class 19 Under Class 27	May 31, 2031
24-25		2604534 2604535	Under Class 10 Under Class 11	September 30, 2023*
26-30		1973856 1973857 1965762 1973858 1973859	Under Class 1 Under Class 17 Under Class 19 Under Class 20 Under Class 27	June 01, 2020*

\* These trademarks have expired as on date of filing this Prospectus and no filing for renewal has been made.

**Pending Intellectual property related approvals Application:**

Trademark Application and Status	Class of Registration	Trademark	Status of Application
2152604 2152607	Under Class 1 Under Class 20		Opposed
1965761	Under Class 19		Opposed
4188762	Under Class 17	DI – MAC	Opposed

Trademark Application and Status	Class of Registration	Trademark	Status of Application
2676214	Under Class 17		Opposed

As on the date of filing of this Prospectus, our Company has the filed for following trademarks, and their current status is as given in the table below:

Sr No	Application Number	Class of Registration	Satus of Application	Trademark Image
1	6028481	Class 1	Objected	
2	6028482	Class 17	Objected	
3	6028483	Class 19	Accepted and Advertised	
4	6028484	Class 20	Accepted and Advertised	
5	6028485	Class 27	Accepted and Advertised	
6	6028486	Class 35	Accepted and Advertised	
7	6028487	Class 37	Accepted and Advertised	
8	5993497	Class 19	Objected	
9	5993498	Class 20	Objected	
10	5993499	Class 27	Registered	
11	5993500	Class 35	Objected	
12	5993501	Class 37	Accepted and Advertised	
13	5993495	Class 1	Objected	
14	5993496	Class 17	Objected	
15	5993562	Class 19	Objected	
16	5993563	Class 20	Objected	
17	5993564	Class 27	Accepted and Advertised	
18	5993565	Class 35	Objected	
19	5993566	Class 37	Accepted and Advertised	
20	5993560	Class 1	Accepted and Advertised	
21	5993561	Class 17	Objected	
22	6028474	Class 1	Objected	
23	6028475	Class 17	Objected	
24	6028476	Class 19	Accepted and Advertised	
25	6028477	Class 20	Objected	
26	6028478	Class 27	Objected	
27	6028479	Class 35	Accepted and Advertised	
28	6028480	Class 37	Objected	

## SECTION VIII-OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### *Corporate Approvals*

The Offer has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated September 01, 2023, and the Offer has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated September 21, 2023 authorised the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. This Prospectus has been approved by our Board for filing with the Stock Exchanges pursuant to the resolution passed at its meeting held on June 21, 2024. For further details, see “*The Offer*” on page 52.

The Offer for sale has been authorised by the Promoter Selling Shareholder as follows:

Sr. No.	Name of Promoter Selling Shareholder	Maximum Number of Offered Shares <sup>(1)(2)</sup>	Date of Promoter Selling Shareholder's Consent Letter
1.	Shravan Suthar	18,00,000 Equity shares	September 01, 2023

#### *In-principle Listing Approval*

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated March 5, 2024 to use the name of National Stock Exchange of India Limited in this Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Offer.

#### **Prohibition by SEBI or Other Governmental Authorities**

Our Company, Promoter Selling Shareholder, Promoter, members of the Promoter Group, Directors or persons in control of the Promoter or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Prospectus.

#### **Prohibition by RBI**

None of our Company, Promoter Selling Shareholder, Promoters, relatives of Promoters nor directors have been identified as a willful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoter Selling Shareholder, Promoters, relatives of Promoters or directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 01, 2016, as updated, issued by the RBI.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, Promoter and members of the Promoter Group or Promoter Selling Shareholder, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Prospectus. Further, in view of the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), our Company, our Promoters, our Promoter Group and our Promoter Selling Shareholder will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

#### **Association with Securities Market**

We confirm that none of our directors or the entities that our directors are associated with as promoters or directors are in any manner are associated with the Securities Market in any manner and no action has been initiated against our directors or any entity in which our Directors are associated with as promoter or directors.

## Eligibility for this Offer

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post Offer face value capital will be more than ten crores rupees and up to twenty-five crore rupees, shall Offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**a) The Issuer should be a company incorporated under the Companies Act 1956/2013:**

Our Company was incorporated on May 03, 2010, under the Companies Act, 1956.

**b) The post offer paid up capital of the company (face value) shall not be more than ₹25.00 Crores.**

The present paid-up capital of our Company is ₹ 12.43 Crore and we are proposing Offer of 60,00,000\* equity shares of face value of ₹ 10/- each (“equity shares”) of the Company for cash at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per equity share) (“offer price”) aggregating up to ₹ 4,080.00\* lakhs comprising a fresh issue of 42,00,000\* equity shares aggregating up to ₹ 2,856.00\* lakhs by our company (“fresh issue”) and an offer for sale of 18,00,000\* equity shares aggregating up to ₹ 1,224.00\* lakhs by our promoter selling shareholder. Hence, our Post Offer Paid up Capital will be approximately ₹ 1,662.77 Lakh which will be less than ₹ 25 Crore.

*\*Subject to finalization of Basis of Allotment*

**c) Track Record**

Our Company has a track record of three years as on date of filing of this Prospectus.

**d) Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Prospectus the last three Fiscals ended March 31, 2024, 2023 and 2022 are set forth below:

*(₹ in Lakhs)*

Particulars	As at	As at	As at
	March 31, 2024	31.03.2023	31.03.2022
Operating Profit (earnings before interest, depreciation and tax)	1,081.29	790.25	655.30
Share Capital	1,242.77	1,240.07	14.98
Add: Reserves & Surplus	941.61	431.14	1,277.29
Net Worth	2,184.38	1,671.21	1,292.27

- e) The Company has not been referred to the Board for Industrial and Financial Reconstruction.
- f) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- g) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- h) Our Company has a website: [www.durlax.com](http://www.durlax.com)

## Other Disclosures:

- a) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoter/promoting Company(ies) of the applicant Company in this Prospectus.
- b) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter "*Outstanding Litigation & Material Developments*" on page 175 of this Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter "*Outstanding Litigation & Material Developments*" on page 175 of this Prospectus.

**As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- This Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated February 16, 2023, with NSDL, our Company and Registrar to the Offer;
  - b. Tripartite agreement dated February 16, 2023, with CDSL, our Company and Registrar to the Offer;
  - c. The Company's shares bear an ISIN: INE0OUW01013
- The entire pre-Offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters have been in dematerialised form.
- The entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance excluding the amounts to be raised through the proposed Offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter "*Objects of the Offer*" on page 87 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the offer is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of four days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS.**

**THE BOOK RUNNING LEAD MANAGER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS SPECICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANYPOINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Offer will be complied with at the time of registration of this Prospectus with the Registrar of Companies, Mumbai in terms of Section 26 of the Companies Act, 2013.

**Disclaimer from our Company, Promoter Selling Shareholder, Directors and the Book Running Lead Manager**

Our Company, Promoter Selling Shareholder, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at their own risk.

None amongst our Company is liable for any failure in (i) uploading the Applications due to faults in any software/hardware system or otherwise; or (ii) the blocking of Applications Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or any affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, our Promoter Group, affiliates or associates or third parties for which they have received and may in the future receive compensation.

**Disclaimer in Respect of Jurisdiction**

This offer is being made in India to persons resident in India (including Indian nationals resident in India who are

not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2924 dated March 05, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **Disclaimer clause under rule 144A of the U.S. Securities act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified

institutional buyers”, as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever required, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Filing**

This Prospectus is being filed with NSE of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai- 400051, Maharashtra

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the copy of the Offer Document shall also be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Offer Document in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated January 19, 2018, a copy of the Offer Document will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>

A copy of this Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>

### **Listing**

Application was made to the “National Stock Exchange of India Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. NSE/LIST/2924 dated March 5, 2024.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of this Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within three Working Days from the Offer Closing Date.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders’ Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled “*Our Management*” beginning on page 142 of this Prospectus.



Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be Ten (10) 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.

Our Company has appointed Komal Birla, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

**Komal Birla**

Company Secretary and Compliance Officer

**Durlax Top Surface Limited**

301, Jaisingh Commonsplace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India

Tel No.: +91-75067 99831

Website: [www.durlax.com](http://www.durlax.com)

Email id: [cs@durlaxindia.com](mailto:cs@durlaxindia.com)

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”.

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in). As on the date of this Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Prospectus.

Promoter Selling Shareholder has authorized Company to take all actions in respect of the Offer for Sale; and on its behalf in accordance with Section 28 of the Companies Act, 2013.

**Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:*

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

**Consents**

Consents in writing of: (a) Directors, the Promoters, Promoter Selling Shareholder, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory & Peer Review Auditor, Banker to the Company and (b)

Book Running Lead Manager, Registrar to the Offer, Chartered Engineer, the Syndicate Members, Bankers to the Offer/Escrow Bank, Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), Underwriter, Market Maker, Banker to the Offer, and Legal Advisor to the Offer, to act in their respective capacities have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus and Red Herring Prospectus and Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, N.K.Mittal & Associates, Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Financial Statements, (2) Restated Financial Statements and (3) Report on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

### **Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions, our Company has received written consent from the Statutory & Peer review Auditor namely, N K Mittal and Associates, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Report on Restated Financial Statements and (2) Report on Statement of Possible Tax Benefits and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Our Company has received written consent dated May 15, 2024, from the independent chartered engineer namely, M/s. M-Tech Services LLP, to include his name in this Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer, in relation to his certificate dated May 1, 2024, certifying the capacity utilisation of the manufacturing facility and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Stock Market data for our Equity Shares of our Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Offer is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Price Information and track record of past issues handled by the Book Running Lead Manager**

**Expert Global Consultants Private Limited**

Sr. No.	Issuer Company Name	Issue Size (₹ in Lakhs)	Issue price	Listing date	Opening price on listing date	+/-% change in closing price, [+/-% change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
<b>SME - IPO</b>								
1.	Rite Zone Chemcon India Limited	896.40	75.00	November 11, 2022	82.85	-7.99%; [0.80%]	-11.56%; [-2.60%]	-19.21%; [-0.46%]
2.	Dollex Agrotech Limited	2,438.80	35.00	December 28, 2022	30.00	15.24%; [-1.27%]	-12.70%; [-6.27%]	18.10%; [3.00%]
3.	Sonalis Consumer Products Limited	283.20	30.00	June 19, 2023	38.00	85.59%; [5.30%]	69.65%; [7.66%]	-17.29%; [14.40%]
4.	Zeal Global Services Limited	3,646.20	103.00	August 9, 2023	147.00	57.11%; [0.48%]	32.52%; [-1.12%]	16.29%; [10.90%]
5.	Mangalam Alloys Limited	5,491.20	80.00	October 4, 2023	80.00	-34.54%; [-1.56%]	-32.70%; [11.86%]	-55.46%; [14.87%]
6.	Royal Sense Limited	986.00	68.00	March 19, 2024	129.2	16.10%; [1.51%]	2.65%; [7.55%]	NA
7.	K2 Infragen Limited	4,054.09	119.00	April 8, 2024	167.00	-18.96%; [-1.61%]	NA	NA
8.	Jay Kailash Limited	1192.53	73.00	April 8, 2024	85.00	-12.59%; [-1.61%]	NA	NA
<b>MAIN BOARD - IPO</b>								
<b>NIL</b>								

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the website [www.expertglobal.in](http://www.expertglobal.in)

**Notes:**

- Source: [www.nseindia.com](http://www.nseindia.com) for the price information
- Wherever 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.
- The Nifty 50 index is considered as the benchmark index.

**Summary statement of price information of past public issues handled by BRLM:**

**Expert Global Consultants Private Limited**

Financial Year	Total no. of IPOs*	Total Funds Raised (₹ In Lakh)	Nos. of IPOs trading at discount- 30th calendar days from listing			Nos. of IPOs trading at premium- 30th calendar days from listing			Nos. of IPOs trading at discount- 180th calendar days from listing			Nos. of IPOs trading at premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	2	3,335.20	-	-	1	-	-	1	-	-	1	-	-	1
2023-24	4	10,406.60	-	1	-	2	-	1	1	-	1	-	-	1
2024-25 <sup>#</sup>	2	5246.62	-	-	2	-	-	-	-	-	-	-	-	-

*\*The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

*# These IPO's have not yet completed 180 Calendar days from the date of Listing.*

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated *January 10, 2012* issued by SEBI, please see the website [www.expertglobal.in](http://www.expertglobal.in)

### **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 71 of this Prospectus, we have not made any previous rights and/or public offers during last five years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Commission and Brokerage on previous offers**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last five years.

### **Capital Issue during the previous three years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Our Company has not made any capital issues during the three years preceding the date of this Prospectus. Further, our Company does not have any listed group companies, subsidiaries or associates.

### **Performance vis-à-vis Objects for our Company and/or Listed Subsidiary Company and/or listed Promoter Company**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and other instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

## SECTION IX – OFFER RELATED INFORMATION

### TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Offer.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Offer and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.

#### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 248 of this Prospectus.

#### Authority for the Offer

This Offer has been authorized by a resolution of the Board passed at their meeting held on September 1, 2023, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on September 21, 2023.

#### Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 162 and 248 respectively of this Prospectus.

#### Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹ 65/- per Equity Share and at the higher end of the Price Band is ₹ 68/- per Equity Share. The Anchor Investor Offer Price is ₹ 68/- per Equity Share.

The Price Band and the Bid Lot was decided by our Company and Promoter Selling Shareholder in consultation with the BRLM, and was published by our Company in all edition of Financial Express (a widely circulated English national daily newspaper), all edition of Jansatta (a widely circulated Hindi national daily newspaper) and Mumbai edition of the Marathi Regional newspaper, each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date, and was made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price was pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price was determined by our Company and Promoter Selling Shareholder in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with disclosure and accounting norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 248 of this Prospectus.

### **Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- a. Tripartite agreement dated February 16, 2023 between our Company, NSDL and the Registrar to the Offer.
- b. Tripartite agreement dated February 16, 2023 between our Company, CDSL and the Registrar to the Offer.
- c. The Company’s shares bear an ISIN: INE00UW01013.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of **2,000** Equity Shares

in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of **2,000** Equity Share subject to a minimum allotment of 2,000 Equity Sharesto the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Offer.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai.

**The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933**, as amended (the “Securities Act”) **or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S** under the Securities Act), **except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.** Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make



a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### Withdrawal of the Offer

Our Company and Promoter selling shareholder in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserve, the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of Offered Shares, at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of this Prospectus after it is filed with the RoC. If our Company and Promoter selling shareholder, in consultation with the Book Running Lead Manager withdraw the Offer after the Application/ Offer Closing Date and thereafter determine that it will proceed with public Offer of the Equity Shares, our Company shall file a fresh Prospectus with the Stock Exchange.

### Bid/Offer Program

<b>BID/OFFER OPENED ON</b>	Wednesday, June 19, 2024*
<b>BID/OFFER CLOSED ON</b>	Friday, June 21, 2024

*\*Our Company and Promoter Selling Shareholder have, in consultation with the Book Running Lead Manager, considered participation by Anchor Investors. The Anchor Investor Bid/ Offer Period was one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*

The Anchor Investor Bid/ Offer Period was one Working Day prior to the Bid/ Offer Opening Date i.e., Tuesday, June 18, 2024 in accordance with the SEBI ICDR Regulations.

- 1) In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the offer was open after at least three workingdays from the date of filing this Prospectus with the Registrar of Companies.*
- 2) In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public offer was kept open for at least three working days and not more than ten working days.*

An indicative timetable in respect of the Offer is set out below:

<b>Event</b>	<b>Indicative Date</b>
Offer Closing Date	Friday, June 21, 2024
Finalization of Basis of Allotment with NSE	On or about, Monday, June 24, 2024
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, Tuesday, June 25, 2024
Credit of Equity Shares to demat account of the Allottees	On or about, Tuesday, June 25, 2024
Commencement of trading of the Equity Shares on NSE	On or about, Wednesday, June 26, 2024

*\*\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall*

*be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of nonallotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within three Working Days from the Offer Closing Date, the time table may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect. The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants were advised to submit their Applications one day prior to the Offer Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants were cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications were accepted only on Business Days. Neither our Company nor the Book Running Lead Manager was liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Offer submitted the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's unblocked such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and

an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability of such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted /partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. [Indian Standard Time (“IST”)] during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

on the Bid / Offer Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic

book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten, so this Offer is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information-Underwriting*” beginning on page 60 of this Prospectus.

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI Circular No. *CIR/MRD/DSA/06/2012* dated *February 21, 2012*. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### **Market Making**

The shares issued through this Offer are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 60 of this Prospectus.

### **OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed

in the chapter “*Capital Structure*” beginning on page 71 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 248 of this Prospectus.

*Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post offer capital is more than ten crores rupees but less than twenty five crores rupees. The Company shall Offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Offer, please see the chapters titled "Terms of the Offer" and "Offer Procedure" beginning on pages 201 and 214 respectively, of this Prospectus.

### Offer Structure

Initial public offer of 60,00,000\* equity shares of face value of ₹ 10/- each of the company for cash at a price of ₹ 68/- per equity share (including a share premium of ₹ 58/- per equity share) ("offer price") aggregating up to ₹ 4,080.00\* lakhs comprising a fresh issue of 42,00,000\* equity shares aggregating up to ₹ 2,856.00\* lakhs by our company ("fresh issue") and an offer for sale of 18,00,000\* equity shares aggregating up to ₹ 1,224\* lakhs by our promoter selling shareholder and such equity shares offered by the promoter selling shareholder, the "offered shares") (such offer by each of the promoter selling shareholder, the "offer for sale" and together with the fresh issue, the "offer"). The offer and net offer shall constitute 36.08% and 34.28% respectively of the fully-diluted post- offer paid-up equity share capital of our company.

*\*Subject to Finalization of Basis of Allotment*

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 252 of the SEBI ICDR Regulations:

Particulars	QIB's <sup>(1)</sup>	Non- Institutional Bidders	Retail Individual Bidders	Market Maker
Number of Equity Shares*	28,44,000 Equity Shares	8,56,000 Equity Shares	20,00,000 Equity Shares	3,00,000 Equity Shares
Percentage of Offer Size Available for allocation	Not more than 50% of the Net Offer size was made available for allocation to QIBs. However, up to 5% of net QIB Portion (excluding the Anchor Investor Portion) was made available for allocation proportionately to Mutual Fund only. Up to 60% of the QIB Portion was made available for allocation to Anchor Investors and one third of the Anchor Investors Portion was made available	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer	5% of the Offer Size

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	for allocation to domestic mutual funds only			
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion: (a) 1,12,600* Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) 21,39,400* Equity shares were made available for allocation on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above 5,92,000* Equity Shares were allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled "Offer Procedure" beginning on page 214.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "Offer Procedure" on page 214.	Firm Allotment
Mode of Application	ASBA Process only (excluding Anchor Investors)	ASBA Process only	ASBA only (including the UPI Mechanism)	ASBA Process Only
Minimum Bid Size	Such number of equity shares and in multiples of 2,000 Equity Shares that the bid amount exceeds Rs.	Such number of Equity shares in multiple of 2,000 Equity shares such that Application	2,000 Equity Shares of Face Value of ₹10.00 each.	3,00,000 Equity Shares

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	2,00,000	size exceeds ₹ 2,00,000		
Maximum Bid Size	Such number of equity shares in multiples of 2,000 equity shares not exceeding the size of net issue, (Excluding the Anchor Portion), subject to limits applicable to each bidder.	Such number of equity shares in multiples of 2,000 equity shares not exceeding the size of net issue, (Excluding the QIB Portion), subject to limits applicable to each bidder.	Such number of Equity Shares in multiples of 2,000 Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000	3,00,000 Equity Shares
Trading Lot	2,000 Equity Shares			2,000 Equity Shares. However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Mode of Allotment	Compulsorily in Dematerialised Mode			
Bid Lot	2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter			
Allotment Lot	A minimum of 2,000 Equity Shares and thereafter in multiples 2,000 Equity Share			
Terms of Payment	<p><b>In case of all other Bidders:</b> Full Bid Amount was blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIIs), that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p><b>In case of Anchor Investors:</b> Full Bid amount was payable by Anchor Investors at the time of submission of their bids<sup>(3)</sup>.</p>			

\*Subject to finalization of Basis of Allotment.

- (1) *Our Company and Promoter Selling Shareholder in consultation with the BRLM, allocated up to 20.82% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For further details, see "Offer Procedure" on page 214.*



- (2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations.*

*Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “Terms of the Offer” on page 201.*

- (3) *Anchor Investors paid the entire Bid Amount at the time of submission of the Anchor Investor Bid.*

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB are authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

#### **OFFER PROGRAMME**

<b>OFFER OPENING DATE</b>	Wednesday, June 19, 2024
<b>OFFER CLOSING DATE</b>	Friday, June 21, 2024

Applications and any revisions to the same were accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants were advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Prospectus is IST. Applicants were cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer. Applications were accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in our Company with the SCSBs, to the extent applicable.

#### **Lot Size**

SEBI vide circular *CIR/MRD/DSA/06/2012* dated *February 21, 2012* (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Offer Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600

<b>Offer Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Offer in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## OFFER PROCEDURE

All Applicants were required to review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI and the UPI Circulars, notified by SEBI (the "General Information Document"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchanges, the Company and the Book Running Lead Manager before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to this Offer.

Additionally, all Applicants were required to review the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retails Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("UPI Phase III"), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer was made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by

the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited ("NSE EMERGE") to act as intermediaries for submitting Application Forms are provided on [www1.nseindia.com/emerge](http://www1.nseindia.com/emerge) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited ("NSE EMERGE").

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

#### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The offer is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues also provided facility to make application using the UPI Mechanism. The Issuer was required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **PART A**

### **Book Built Process**

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and Promoter Selling Shareholder in consultation with the BRLM, allocated 20.82% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares were added to the QIB Portion. Further, 5.00% of the QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Net Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

*Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.*

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus were made available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form was also made available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form was made available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) were required to mandatorily participate in the Offer only through the ASBA process. Anchor Investors was not permitted to participate in the Offer through the ASBA process. UPI Bidders were required to Bid in the Offer through the UPI Mechanism.

All Applicants were required to mandatorily participate in the Offer only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants who wished to apply through UPI Channel, provided the UPI ID and validate the blocking of the funds and the Application Forms that did not contain such details were liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*.

All ASBA Bidders were required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by UPI

Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The ASBA Bidders were required to ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder were required to only be processed after the Bid amount is blocked in the ASBA account of the Bidder, pursuant to SEBI circular number *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022*.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders were required to ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, was required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account was required to submit their ASBA Forms with the SCSBs. ASBA Bidders were required to ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs were required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colors of the Application Form for various investors applying in the Offer are as follows:

Categories	Color*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis <sup>(1)</sup>	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) <sup>(1)</sup>	Blue
Anchor Investors <sup>(2)</sup>	White

\*Excluding Electronic Application Form

Notes:

- (1) *Electronic Bid cum Application forms and the abridged prospectus was also required to be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com))*
- (2) *Bid cum Application Forms for Anchor Investors were required to made available at the office of the Book Running Lead Manager.*

For ASBA Forms (other than UPI Bidders using the UPI Mechanism), the Designated Intermediaries (other than SCSBs) were required to submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and was required not to submit it to any non-SCSB bank or any escrow collection bank. Further, SCSBs were required to upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges were required to accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. Stock Exchange was required to validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges were required to allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded during the Bid Period and the modification / updation of Bids were required to close at 5.00 pm on the Bid / Offer Closing Date.

For all pending UPI Mandate Requests, the Sponsor Bank was required to initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism was required to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time lapsed. For ensuring timely information to investors, SCSBs should send SMS alerts as specified in SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*, as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* and SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022*.

The processing fees for applications made by UPI Bidders using the UPI Mechanism were required to be released to the SCSBs only after such banks provided a written confirmation on compliance with SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and such payment of processing fees to the SCSBs were required to be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. The Sponsor Bank was required to host a web portal for intermediaries (closed user group) from the date of the Bid/ Offer Opening Date till the date of listing of the Equity Shares, with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any), across intermediaries and any such processes having an impact /bearing on the Offer Bidding process.

The Application Form was required to contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange was required to bear a system generated unique application number. Applicants were required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount was required to be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, was required to submit a completed application form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, was required to enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders were required to continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary was required to, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange was done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB was required to capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and could have begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary was required to capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they was required to forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary was required to capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange was required to share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank was required to initiate request for blocking of funds through NPCI</p>



	to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
--	---

Stock exchange was required to validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange was required to allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID could be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants were deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants were required to submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that were available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) should have submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and should not have submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Availability of Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Red Herring Prospectus could have to be obtained from the Registered Office of our Company and Book Running Lead Manager to the Offer as mentioned in the Application Form. The application forms could also be downloaded from the website of NSE nseindia.com.

### **Who can apply?**

In addition to the category of Applicants as set forth under "General Information Document for Investing in Public Issue-Category of Investors Eligible to participate in an Offer", the following persons were also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a. Indian national resident in India who were not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company was required to have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should be required to specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the



Non Institutional applicant's category;

- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r. Insurance funds set up and managed by army, navy or air force of the Union of India;
- s. Multilateral and bilateral development financial institution;
- t. Eligible QFIs;
- u. Insurance funds set up and managed by army, navy or air force of the Union of India;
- v. Insurance funds set up and managed by the Department of Posts, India;
- w. Any other persons eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

*As per the existing regulations, OCBs were not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and were not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment was through Government Route and with the prior approval of RBI if the investment was through Automatic Route on case by case basis. OCBs could have to invest in this Offer provided it obtained a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB was required to be eligible to be considered for share allocation.*

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**For Retail Individual Applicants**

The Application was required to be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant did not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price did not exceed

₹ 2,00,000.

**For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application was required to be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An application could not be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor was not required to exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant could not withdraw its Application after the Offer Closing Date and was required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount was greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants were advised to ensure that any single Application from them did not exceed the investment limits or maximum number of Equity Shares that could be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the BRLM were not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants were advised to make their independent investigations and ensure that the number of Equity Shares applied for did not exceed the applicable limits under laws or regulations.**

**BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 2,000 Equity shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted 2,000 Equity shares; and
  - ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 2,000 Equity shares subject to a minimum allotment of 2,000 Equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2,000 Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Red Herring Prospectus.
- f) The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the

reservation for small individual applicants as described below:

- As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- The balance net Offer of shares to the public shall be made available for allotment to Individual applicants other than retails individual investors and Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- The unsubscribed portion of the net Offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any was not required to be entitled to subscribe to this Offer in any manner except towers fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/Underwriters and Market Maker, if any was required to subscribe to Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation was on a proportionate basis and such subscription was required to be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group could not participate in the Offer.

### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs could obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms was required to authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms was required to authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 was required to be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 was required to be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI was required to mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis were advised to use the Application Form for residents. Eligible NRIs bidding on a repatriation basis were advised to use the Application Form meant for Non-Residents. For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 247 of this Prospectus.

### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder was required to specify that the Bid was being made in the name of the HUF in the Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs was required to be considered at par with Bids from individuals.

## **BIDS BY FPIS INCLUDING FIIS**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' were subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014, amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Offer**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Manager declared the Offer Opening Date and Offer Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.

Copies of the Application Form along with Abridged Red Herring Prospectus and copies of the Red Herring Prospectus was required to be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Red Herring Prospectus and/ or the Application Form could obtain the same from our Registered Office.

Applicants who were interested in subscribing for the Equity Shares were required to approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs were required to bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account was inactive was required to be rejected.

The Application Form could be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account was maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs was required to provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that did not contain such details were liable to be rejected.

Applicants applying directly through the SCSBs were required to ensure that the Application Form was submitted to a Designated Branch of SCSB, where the ASBA Account was maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, was required to block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account was held), was required to mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN was required to be the sole identification number for participating transacting in the securities market, irrespective of the amount of

transaction. Any Application Form without PAN was liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who was required to be exempted from specifying their PAN for transacting in the securities market, was required to be “suspended for credit” and no credit of Equity Shares pursuant to the Offer was required to be made into the accounts of such Applicants.

The Applicants was required to note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries did not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form was liable to be rejected.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application was required to be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and was authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application was required to be made by the Karta of the HUF. An applicant in the Net Public Category could not make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis was required to authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants was required to please note that only such applications as were accompanied by payment in free foreign exchange was required to be considered for Allotment under reserved category. The Eligible NRIs who intended to get the amount blocked in the Non-Resident Ordinary (NRO) accounts was required to use the form meant for Resident Indians and was required to not use the forms meant for reserved category.

Under FEMA, general permission was granted to companies vide notification no. *FEMA/20/2000 RB* dated *03/05/2000* to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies were required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians was required to be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares was required to be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **BIDS BY FPIS (INCLUDING FIIS)**

In terms of the SEBI FPI Regulations, an FII who held a valid certificate of registration from SEBI was required to be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs could, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII was not required to be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) was required to be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI was required to be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together was not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% was required to be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to

prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) were required to be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company was required to be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which was required to be specified by the Government from time to time.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which were classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, was required to Offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which was issued overseas by a FPI against securities held by it that were listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments were issued only to persons who were regulated by an appropriate regulatory authority; and such offshore derivative instruments were issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs were permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) did not have opaque structures, as defined under the SEBI FPI Regulations. An FPI was also required to ensure that no further issue or transfer of any offshore derivative instrument was made by or on behalf of it to any persons that were not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and
- b. prior consent of the FPI was obtained for such transfer, except when the persons to whom the offshore derivative instruments were to be transferred to were pre-approved by the FPI.

#### **BIDS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company was required to not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor was required to invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investors was required to invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs could not invest more than 25% of the corpus in one investee Company. A category III AIF could not invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, could not invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations was required to continue to be regulated by the VCF Regulations.

All FIIs and FVCIs were required to note that refunds, dividends and other distributions, if any, was required to be payable in Indian Rupees only and net of Bank charges and commission.

Our Company, Promoter Selling Shareholder or the BRLM was not required to be responsible for loss, if any, incurred by the Applicant.

#### **BIDS BY MUTUAL FUNDS**

As per the current regulations, the following restrictions were applicable for investments by Mutual fund:

No mutual fund scheme was required to invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% was not required to be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes was required to own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate was required to be lodged with the Application Form. Failing this, our Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application could be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund was not required to be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds were required to specifically state the names of the concerned schemes for which the Applications were made custodians of Mutual Funds were required to specifically state the names of the concerned schemes for which the Applications weremade.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 was required to be attached to the Application Form. Failing this, our Company reserved the right to reject any Application without assigning any reason thereof. Limited liability partnerships could participate in the Offer only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA was required to be attached to the Application Form. Failing this, our Company and Promoter Selling Shareholder in consultation with the BRLM, reserved the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations"), as amended (the "IRDA Investment Regulations"), were broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever was lower; and
- iii. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever was lower.

The maximum exposure limit, in the case of an investment in equity shares, could not exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% was required to stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Offer, was required to comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws was required to be lodged with the Application Form. Failing this, our Company reserved the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case was required to belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserved the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case was required to be, along with the certified copy of their SEBI registration certificate was required to be submitted along with the Application Form. Failing this, the Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA was required to be lodged along with the Application Form. Failing this, the Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case was required to be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lakhs and pension funds with minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund was required to be lodged along with the Application Form. Failing this, the Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserved the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager was required to deem fit.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund was required to be lodged along with the Application Form. Failing this, our Company reserved the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company, Promoter Selling Shareholder and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

#### **BIDS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee were required to be attached to the Application Form, failing which our Company reserved the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies



as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever was less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company could not exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **BIDS BY SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs were required to ensure that for making applications on their own account using ASBA, they were required to have a separate account in their own name with any other SEBI registered with the IRDA, a certified copy of certificate of registration issued by IRDA must SCSBs. Further, such account was required to be used solely for the purpose of making application in public issues and clear demarcated funds was required to be available in such account for such applications.

Applications by Systemically Important Non-Banking Financial Companies. In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as was required to be required by the Systemically Important Non-Banking Financial Companies, were required to be attached to the Application Form. Failing this, our Company and Promoter Selling Shareholder in consultation with the BRLM, reserved the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Offer was required to comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs was required to be as prescribed by RBI from time to time. Offer Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants have to compulsorily apply through the ASBA Process. Our Company, Promoter Selling Shareholder and the Book Running Lead Manager were not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants were advised to make their independent investigations and to ensure that the ASBA Application Form was correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **BIDS BY ANCHOR INVESTORS**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors were provided below:

- 1) Anchor Investor Application Forms was required to be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid was required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid could not be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund was required to be aggregated to determine the minimum application size of ₹ 200 lakhs.
- 3) One-third of the Anchor Investor Portion was required to be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors opened one Working Day before the Bid/ Offer Opening Date.
- 5) Our Company and Promoter Selling Shareholder in consultation with the BRLM finalized allocation to the

Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion did not be less than:

- a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion was up to ₹200 lakhs;
  - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was more than ₹ 200 lakhs but up to ₹ 2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
  - c. in case of allocation above ₹ 2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹ 2,500 lakhs, subject to minimum allotment of ₹ 100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors was required to be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation was required to be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price was greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price was required to be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price was lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors was required to be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion was required to be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion was required to be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which were associate of the BRLM or insurance companies promoted by entities which were associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which were associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM was required to apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion was not be considered multiple Bids.

For more information, please read the General Information Document.

### **Method and Process of Applications**

1. The Designated Intermediaries was required to accept applications from the Applicants during the Offer Period.
2. The Offer Period was required to be for a minimum of three Working Days and was not required to exceed 10 Working Days. The Offer Period was required to be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
3. During the Offer Period, Applicants who were interested in subscribing to the Equity Shares was required to approach the Designated Intermediaries to register their applications.
4. The Applicant could not apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries was required to be treated as multiple applications and was liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.

5. Designated Intermediaries accepting the application forms was required to be responsible for uploading the application alongwith other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications was required to be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB was required to capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and was required to begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there thanSCSBs:</b>	After accepting the application form, respective Designated Intermediary was required to capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they was required to forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

6. The Designated Intermediaries entered each application option into the electronic collecting system as a separate application and generate a TRS and gave the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries was required to verify if sufficient funds equal to the Application Amount were available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds were not available in the ASBA Account, the Designated Intermediaries was required to reject such applications and was not required to upload such applications with the Stock Exchange.
9. If sufficient funds were available in the ASBA Account, the SCSB was required to block an amount equivalent to the Application Amount mentioned in the Application Form and was required to enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS was required to be furnished to the Applicant on request.
10. The Application Amount was required to remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment was finalized, the Registrar to the Offer was required to send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount was required to be unblocked on receipt of such information from the Registrar to the Offer.

### **Terms of payment**

The entire Offer price of ₹ 68/- per share was payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to

the Offer to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants was required to specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB was required to keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants was required to neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer was required to give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount was required to remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer were required to use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which was required to be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Offer, the SCSBs was required to transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40 (3) of the Companies Act, 2013 and was required to unblock excess amount, if any in the ASBA Account.

However, the Application Amount was required to be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application, as the case maybe.

### **Maximum and Minimum Application Size**

The applications in this Offer, being a Book Built issue, was required to be categorized into two; For Retail Individual Applicants.

The Application was required to be for a minimum of 2,000 Equity Shares so as to ensure that the Application amount payable by the Applicant did not exceed ₹ 2,00,000.

### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application was required to be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 2,000 Equity Shares thereafter.

A person was not required to make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors was not required to exceed total number of specified securities offered in the offer less total number of specified securities offered in the offer to qualified institutional buyers.

Further, the maximum Application by a QIB investor was not required to exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants were advised to ensure that any single Application form did not exceed the investment limits or

maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Electronic Registration of Applications**

1. The Designated Intermediaries was required to register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries was required to undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries was required to be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. The applications accepted by them,
  - ii. The applications uploaded by them
  - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules was required to be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they was required to be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs was required to be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, was required to be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange Offered an electronic facility for registering applications for the Offer. This facility was available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries could also set up facilities for off-line electronic registration of applications subject to the condition that they were required to subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries was required to upload the applications till such time as may be permitted by the Stock Exchange. This information was required to be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs was required to forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol

2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges was required to uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries was required to enter the following information pertaining to the Applicants into in the on-line system:
- Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant was required to complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which was required to be system generated.
9. The aforesaid Designated Intermediaries was required to, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- Such acknowledgment was required to be non-negotiable and by itself was not required to create any obligation of any kind.
10. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in this Prospectus. The Designated Intermediaries was required to have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system was not required to in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager were cleared or approved by the Stock Exchanges; nor it in any manner warranted, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares was required to be listed or was required to continue to be listed on the Stock Exchanges.
12. The Designated Intermediaries was required to be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer was required to receive this data from the Stock Exchange and

was required to validate the electronic application details with Depository's records. In case no corresponding record was available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications were liable to be rejected.

13. The SCSBs was required to be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

The details uploaded in the online IPO system was required to be considered as final and Allotment will be based on such details for applications.

### **Allocation of Equity shares**

1. The Offer is being made through the Book Built Process wherein 3,00,000 Equity Shares was required to be reserved for Market Maker and 20,00,000 Equity shares was required to be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer was required to be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Applicants were not required to be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- i. Our company, BRLM, Underwriters and Promoter Selling Shareholder will enter into an Underwriting agreement before filing prospectus.
- ii. A copy of this Prospectus will be filed with the RoC in terms of Section 26 and 32 of Companies Act, 2013.

### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer was required to use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which was required to be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company was required to, after registering the Red Herring Prospectus with the RoC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

The information set out above was given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, and the BRLM were not liable for any amendments or modification or changes in applicable laws or regulations, which was required to occur after the date of this Prospectus. Bidders/applicants were advised to make their independent investigations and ensure that the number of Equity Shares Bid for did not exceed the prescribed limits under applicable laws or regulations.

### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within 2 working Day from the date of Offer closing date, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### **ADVERTISEMENT REGARDING OFFER PRICE AND RED HERRING PROSPECTUS**

Our Company was required to issue a statutory advertisement after the filing of the Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, was required to indicate the floor Price and cap price.

### **General Instructions**

#### **Do's:**

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account were correct as Allotment of Equity Shares will be in the dematerialized form only;
4. All Bidders should submit their Bids through the ASBA process only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);



8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/COR/P/2019/85* dated July 26, 2019;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism was required to ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant was not the account holder, ensure that the Application Form was signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, was included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form was/were exactly the same as the name(s) in which the beneficiary account was held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
22. Bidders, other than RIBs using the UPI Mechanism, was required to ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for

transacting in thesecurities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government andofficials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the DemographicDetails received from the respective depositories confirming the exemption granted to the beneficiary owner by asuitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications inwhich PAN is not mentioned will be rejected;

24. Ensure that the Demographic Details were updated, true and correct in all respects;
25. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
26. Ensure that the category and the investor status was indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents were submitted;
28. Ensure that Bids submitted by any person outside India was required to be in compliance with applicable foreign and Indian laws;
29. Bidders was required tonote that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids were liable to be rejected. Where the Application Form was submitted in joint names, ensure that the beneficiary account was also held in the same joint names and such names were in the same sequence in which they appear in the Application Form;
30. Ensure that the Application Forms were delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bankaccount linked UPI ID to make application in the Public Offer;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely mannerfor blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Accountequivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission ofyour Application Form; and
36. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. on Bid / Offer Closing Date.

38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;

15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-offer or post-offer related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **SUBMISSION OF BIDS**

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to this Red Herring Prospectus.

#### **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e.

[www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. *CIR/CFD/POLICY CELL/11/2015* dated *November 10, 2015* has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Offer Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Offer Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies

Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Applicants, the Company and Promoter Selling Shareholder in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected *inter alia* on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in this Red Herring Prospectus;
- Applications made using a third-party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms were not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and this Prospectus and as per the instructions in this Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who were not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application

- Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of our Company would be only in dematerialized form.

#### **Communications**

Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated February 16, 2023 among NSDL, the Company and the Registrar to the Offer; and
- Agreement dated February 16, 2023 among CDSL, the Company and the Registrar to the Offer.
- The Company's shares bear ISIN INE00UW01013.

To, <b>Komal Birla</b> Company Secretary and Compliance Officer	To, <b>Vinayak Morbale</b> <b>Bigshare Services Private Limited</b>
---	---

<p><b>Durlax Top Surface Limited</b>  301, Jaisingh Commonsplace, Dayal Das Road,  FP362 W.E. Highway, Vile Parle (East), Mumbai –  400 057, Maharashtra, India  <b>Tel No.:</b> +91-75067 99831  <b>Website:</b> <a href="http://www.durlax.com">www.durlax.com</a>  <b>Email id:</b> <a href="mailto:cs@durlaxindia.com">cs@durlaxindia.com</a></p>	<p>S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali Caves  Road, next to Ahura Centre, Andheri (East), Mumbai-  400093, Maharashtra, India.  <b>Telephone:</b> 022-6263 8200  <b>Fax:</b> 022-6263 8299  <b>Email:</b> ipo@bigshareonline.com;  <b>Investor Grievance Email:</b>  investor@bigshareonline.com;  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>  <b>SEBI Registration No.:</b> INR000001385</p>
---	---

#### **Payment into Escrow Account(s) for Anchor Investors**

Our Company and Promoter Selling Shareholder, in consultation with the BRLM, in its absolute discretion, was required to decide the list of Anchor Investors to whom the CAN was required to be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was required to be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “ESCROW ACCOUNT DURLAX TOP SURFACE LIMITED ANCHOR INVESTOR-R”; and
- (b) In case of Non-Resident Anchor Investors: “ESCROW ACCOUNT DURLAX TOP SURFACE LIMITED ANCHOR INVESTOR NR”.

Anchor Investors was required to note that the escrow mechanism was not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

#### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the Offer.

#### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a. *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b. *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c. *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

#### **PROCEDURE AND TIME OF FOR ALLOTMENT AND DEMAT CREDIT**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to



facilitate the Allotment and credit of Equity Shares.

### **Bidders are advised to instruct their Depositories**

#### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Offer.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Offer Account on the Designated Date.

### **Basis of Allotment**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than 2,000 equity shares the allotment will be made as follows:

Each successful applicant shall be allotted 2,000 equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2,000 equity shares subject to a minimum allotment of 2,000 equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present Offer is a Book Built Issue, the allocation in the net Offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to retail individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds;*

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

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than 10,83,000 Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the **Basis of Allotment** in the event of Under Subscription

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs were not permitted to participate in the Offer.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working days of closure of the Offer;
- That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Offer giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that, except issuance of the Equity Shares pursuant to the Fresh Issue issuance of the Equity Shares upon the Pre-IPO Placement, no further issue of the Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.;
- That Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;

- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoter or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

#### **Undertakings by Promoter Selling Shareholder**

Selling Shareholder, specifically undertake and/or confirms the following solely in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;
- its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer; and
- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

#### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- a) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- b) Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and.
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- e) Our Company shall not have recourse to utilize the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy of the Government of India and FEMA and the circulars and notifications issued thereunder. While the FDI Policy 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 Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”), formerly known as Department of Industrial Policy and Promotion 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 FDI Policy will be valid until the DPIIT issues an updated circular. Up to 100% foreign investment under the automatic route is currently permitted in the “Manufacturing” sector. For details, see “*Key Industry Regulations and Policies*” on page 128.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government, OCBs could not participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are may be offered and sold outside the United States in offshore transactions in reliance on with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For further details, see “*Offer Procedure*” beginning on page 214 of this Prospectus.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for did not exceed the applicable limits under laws or regulations.

**SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF**

**DULAX TOP SURFACE LIMITED**

India Non-Government Company Having Share Capital  
Incorporated under the Companies Act, 2013

*\*\*\*The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 17<sup>th</sup> April 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.*

Article No.	Sub Article No.	Sub Heading
<b>I. INTERPRETATION</b>		
1	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
	(3)	In these Articles:  (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.  (b) "Articles" means these articles of association of the Company or as altered from time to time.  (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.  (d) "Company" means " <b>DULAX TOP SURFACE LIMITED</b> "  (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.  (f) "Seal" means the common seal of the Company.
	(4)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
	(5)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.
<b>II. SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
1		<b>a.</b> Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

		<b>b.</b> The option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
<b>2</b>		Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
<b>3</b>		The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity Share Capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference Share Capital.
<b>4</b>	(1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
	(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
<b>5</b>		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
<b>6</b>	(1)	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
	(2)	The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
<b>7</b>		The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

	(4)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
	(5)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
	(6)	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
	(7)	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
<b>8</b>	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
	(2)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
<b>LIEN</b>		
<b>9</b>	(1)	The Company shall have a first and paramount lien - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
	(2)	The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
<b>10</b>		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency.
<b>11</b>	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
	(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

	(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
<b>12</b>	(1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
	(2)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
	(3)	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
	(4)	The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>CALLS ON SHARES</b>		
<b>13</b>	(1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
	(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
	(4)	A call may be revoked or postponed at the discretion of the Board.
<b>14</b>		A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
<b>15</b>		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<b>16</b>	(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
<b>17</b>	(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<b>18</b>	(1)	The Board - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this



		clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him (c) until the same would, but for such payment, become presently payable by him.
	(2)	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
	(3)	All calls shall be made on a uniform basis on all shares falling under the same class. <i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
	(4)	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
	(5)	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including Debentures of the Company.
<b>TRANSFER OF SHARES</b>		
<b>19</b>	(1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
	(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<b>20</b>		The Board may, subject to the right of appeal conferred by section 58 decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.
<b>21</b>		In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
<b>22</b>	(1)	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	(2)	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSMISSION OF SHARES</b>		
<b>23</b>	(1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
	(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24	(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.
	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
25	(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26		A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
27		The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other Securities including debentures of the Company.
<b>FORFEITURE OF SHARES</b>		
28		If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
29		The notice aforesaid shall:  (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and  (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
30		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31	(1)	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to

		enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
	(2)	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
	(3)	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
	(4)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. Forfeited shares may be sold, etc.
	(5)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<b>32</b>	(1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
<b>33</b>	(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
	(3)	The transferee shall thereupon be registered as the holder of the share; and
	(4)	The transferee shall not be bound to see to the application the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
<b>34</b>	(1)	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
	(2)	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

	(3)	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
	(4)	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified
		a. The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
		b. No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid dividends.
<b>ALTERATION OF CAPITAL</b>		
<b>35</b>		The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
<b>36</b>		Subject to the provisions of the Act, the Company may, by Ordinary Resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
<b>37</b>	(1)	Where shares are converted into stock- the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
	(2)	the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
	(3)	such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
<b>38</b>	(1)	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.
	(2)	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

	(3)	The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
	(4)	On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
	(5)	Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
	(6)	Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
	(7)	(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
	(8)	The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.
<b>CAPITALISATION OF PROFITS</b>		
<b>39</b>	(1)	The Company in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
	(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
	(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
	(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
<b>40</b>	(1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally, do all acts and things required to give effect thereto.
	(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective

		proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
	(3)	Any agreement made under such authority shall be effective and binding on such members.
<b>BUY-BACK OF SHARES</b>		
<b>41</b>		Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b>GENERAL MEETINGS</b>		
<b>42</b>		All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
<b>43</b>		The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
<b>44</b>	(1)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
	(2)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
	(3)	The quorum for a general meeting shall be as provided in the Act.
<b>45</b>		The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
<b>46</b>		If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
<b>47</b>		If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
<b>48</b>	(1)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
	(2)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
	(3)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.
	(4)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
	(5)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
	(6)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

		(a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
	(7)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
	(8)	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
<b>ADJOURNMENT OF MEETING</b>		
<b>49</b>	(1)	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
	(3)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
	(4)	Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
<b>VOTING RIGHTS</b>		
<b>50</b>		Subject to any rights or restrictions for the time being attached to any class or classes of shares  (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
<b>51</b>		A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<b>52</b>	(1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
<b>53</b>	(1)	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
	(2)	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

<b>54</b>		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
<b>55</b>		No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
<b>56</b>	(1)	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
	(2)	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
<b>PROXY</b>		
<b>57</b>	(1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
	(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
<b>58</b>		An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
<b>59</b>	(1)	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
	(2)	Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>BOARD OF DIRECTORS</b>		
<b>60</b>		Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). Names of first Board of Directors of the company  1. Shravan Suthar 2. Lalit Suthar 3. Amit Vyas 4. Pankaj Suthar
	(1)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
	(2)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
<b>61</b>	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
	(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—



		(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.
<b>62</b>		The Board may pay all expenses incurred in getting up and registering the company.
<b>63</b>		The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<b>64</b>		All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
<b>65</b>		Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<b>66</b>	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
	(3)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
	(4)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
	(5)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
	(6)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
	(7)	The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
	(8)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
<b>PROCEEDINGS OF THE BOARD</b>		
<b>67</b>	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
	(3)	The quorum for a Board meeting shall be as provided in the Act.
	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
<b>68</b>	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<b>69</b>		The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
<b>70</b>	(1)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
<b>71</b>	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
<b>72</b>	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
<b>73</b>	(1)	A Committee may meet and adjourn as it thinks fit.
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
<b>74</b>		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<b>75</b>		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the

		Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
<b>76</b>		In case of a One Person Company— i. where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118; ii. such minutes book shall be signed and dated by the director; iii. the resolution shall become effective from the date of signing such minutes by the director.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
<b>77</b>	(1)	Subject to the provisions of the Act, — A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
	(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	(3)	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
	(4)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
	(5)	The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
<b>78</b>		A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
<b>THE SEAL</b>		
<b>79</b>	(1)	The Board shall provide for the safe custody of the seal.
	(2)	The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
<b>DIVIDENDS AND RESERVE</b>		
<b>80</b>		The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
<b>81</b>		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

<b>82</b>	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
<b>83</b>	(1)	Subject to the rights of persons, if any, entitle to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<b>84</b>	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
<b>85</b>	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
<b>86</b>		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<b>87</b>		Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<b>88</b>	(1)	No dividend shall bear interest against the Company.
	(2)	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
<b>ACCOUNTS</b>		

<b>89</b>	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.
<b>90</b>	(1)	Subject to the applicable provisions of the Act and the Rules made there under –  If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.  For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
	(2)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	<b>INDEMNITY</b>	
<b>91</b>	(1)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
	(2)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
	(3)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
<b>OTHERS</b>		
<b>92</b>		Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

\*\*The following regulations comprised in these Articles were adopted pursuant to members' resolution passed at the Extra-ordinary General Meeting of the Company held on Monday 17th July, 2017 in substitution for and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

\*\*Vide extra ordinary general meeting held on 21st November, 2022 at the registered office of the company the name clause of the memorandum of association was changed to DURLAX TOP SURFA  
E PRIVATE LIMITED

\*\*Vide extra ordinary general meeting held on 27th January 2023 at the registered office of the company the Name clause of the company *be changed from `DURLAX TOP SURFACE PRIVATE LIMITED to DURLAX TOP SURFACE LIMITED*

\*\*\* *The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 17th April 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.*

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Red Herring Prospectus, which are or may be deemed material have been entered into by our Company. These contracts, copies of which were attached to the copy of the Red Herring Prospectus, was delivered to the RoC for registration and also the documents for inspection referred to hereunder, were made available for inspection at the Registered Office of our Company from date of filing this Prospectus with RoC to Offer Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### Material Contracts:

- 1) Offer Agreement dated September 28, 2023, between our Company, Selling Shareholder and BRLM.
- 2) Registrar Agreement dated September 28, 2023 between our Company, Selling Shareholder and the Registrar to the Offer.
- 3) Banker to the Offer Agreement / Sponsor Bank Agreement dated March 14, 2024 amongst our Company, Promoter Selling Shareholder, Book Running Lead Manager, the Registrar and the Banker of the Offer.
- 4) Share escrow agreement dated March 14, 2024 entered into amongst the Promoter Selling Shareholder, our Company and a Share Escrow Agent.
- 5) Syndicate Agreement dated March 14, 2024 entered into amongst our Company, BRLM, the Syndicate Member and a Share Escrow Agent.
- 6) Underwriting Agreement dated March 14, 2024 between our Company the BRLM, Underwriters, Promoter Selling Shareholder and our Company.
- 7) Market Making Agreement dated March 14, 2024 between our Company, Selling Shareholder, BRLM and Market Maker.
- 8) Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated February 16, 2023.
- 9) Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated February 16, 2023.

#### Material Documents

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Offer, at their meetings held on September 01, 2023 and September 21, 2023 respectively;
- 3) Resolution of the Board of Directors of our Company dated September 30, 2023 approving the Draft Red Herring Prospectus and amendments thereto.
- 4) Resolution of the Board of Directors of our Company dated June 11, 2024 approving the Red Herring Prospectus and amendments thereto.
- 5) Resolution of the Board of Directors of our Company dated June 21, 2024 approving this Prospectus and amendments thereto
- 6) Copies of annual reports of our Company for the preceding three Fiscals;
- 7) Agreement dated January 07, 2023, entered into by our Company with Shravan Suthar appointment as a Managing Director of the company;
- 8) Agreement dated January 07, 2023, entered into by our Company with Lalit Suthar appointment as a Whole Time Director of the company;

- 9) Consent dated September 25, 2023, from the Statutory peer review auditor, N.K.Mittal & Associates, Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory Auditors and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the statement of Possible tax benefits included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
- 10) Consent of M/s. M-Tech Services LLP, Chartered Engineer, to include its name in this Prospectus and as an “Expert” defined under Section 2(38) of the Companies Act, 2013 in respect of the certificate and such consent has not been withdrawn as on the date of this Prospectus.
- 11) Consents of Promoters, Promoter Selling Shareholder, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company, Banker to the Offer, Legal Advisor to the Offer, Book Running Lead Manager, Registrar to the Offer, the Syndicate Member, the Escrow Collection Bank, Market Maker, Underwriter and Bankers to the Offer/Public Offer Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 12) Due Diligence Certificate from Book Running Lead Manager dated September 30, 2023 addressed to SEBI from the BRLM.
- 13) Copy of In- Principle Approval from NSE by way of letter dated March 5, 2024, to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).
- 14) Application Letter for exemption to SEBI dated August 23, 2023 and Exemption Letter dated September 12, 2023.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

### **SIGNED BY THE MANAGING DIRECTOR OF THE COMPANY**

**Sd/-**  
**Shravan Suthar**  
**Managing Director**

**Place:** Mumbai  
**Date:** June 21, 2024



## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in Prospectus are true and correct.

**SIGNED BY THE WHOLE TIME DIRECTOR OF THE COMPANY**

**Sd/-**

**Lalit Suthar**  
**Whole Time Director**

**Place:** Mumbai

**Date:** June June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**Sd/-**

**Abhishek Bansal**

**Non- Executive Independent Director**

**Place:** Mumbai

**Date:** June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**Sd/-**

**Narayan Samantra**

**Non- Executive Independent Director**

**Place:** Mumbai

**Date:** June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in Prospectus are true and correct.

**SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**Sd/-**

**Roxy Teniwal**

**Non- Executive Independent Director**

**Place:** Mumbai

**Date:** June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY**

**Sd/-**

**Kalpana Joshi**  
**Chief Financial Officer**

**Place:** Mumbai

**Date:** June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY**

**Sd/-**  
**Komal Birla**  
**Company Secretary and Compliance Officer**

**Place:** Mumbai  
**Date:** June 21, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

**SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF THE COMPANY**

**Sd/-**

**Shravan Suthar**  
**Promoter Selling Shareholder**

**Place:** Mumbai

**Date:** June 21, 2024