



**Draft Letter of Offer**

**Dated: Wednesday, December 17, 2025**  
**For Eligible Shareholders only**

## **DURLAX TOP SURFACE LIMITED**

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. For details of changes in the registered office of our Company, see ‘General Information’ on page 44 of this Draft Letter of Offer.

**Registered Office:** Unit No 1601, 16<sup>th</sup> Floor, Synergy Business Park Premises Coop Society Ltd, Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road, Mumbai, Goregaon East, Mumbai – 400063, Maharashtra, India;

**Contact Number:** +91-75067 99831; **E-mail Address:** info@durlaxindia.com;

**Website Address:** [www.durlax.com](http://www.durlax.com); **Contact Person:** Ms. Komal Birla, Company Secretary and Compliance Officer;

**Corporate Identification Number:** L74999MH2010PLC202712

## **PROMOTERS OF OUR COMPANY ARE SHRAVAN SUTHAR AND LALIT SUTHAR**

### **FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

**ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE ₹10.00/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING UPTO ₹4,950.00 LAKHS\* ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 79 OF THIS DRAFT LETTER OF OFFER.**

*\*Assuming full subscription in the Issue, Allotment and receipt of Issue Price with respect to the Rights Equity Shares. Subject to finalization of Basis of Allotment.*

### **WILFUL DEFALTER OR FRAUDULENT BORROWER**

Neither our Company nor our Promoters or any of our Directors have been categorized as a Wilful Defaulter or Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the RBI. See “Other Regulatory and Statutory Disclosures” beginning on page 75 of this Draft Letter of Offer.

### **GENERAL RISKS**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors shall rely on their own examination of the issuer and the Issue, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (SEBI), nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of investors is invited to the statement of ‘Risk Factors’ given on page 19 of this Draft Letter of Offer.

### **COMPANY’S ABSOLUTE RESPONSIBILITY**

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

### **LISTING**

The existing Equity Shares are listed on National Stock Exchange Limited (“NSE”) (the “Stock Exchange”). Our Company has received “in-principle” approval from National Stock Exchange Of India Limited for listing the Rights Equity Shares through its letter dated [●]. Our Company will also make application to NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular. For the purposes of the Issue, the Designated Stock Exchange is National Stock Exchange Of India Limited.

## REGISTRAR TO THE ISSUE



### REGISTRAR TO THE OFFER

**Integrated Registry Management Services Private Limited**

**Branch Office:** 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru – 560003, Karnataka, India

**Contact Number:** 080 - 23460815/16/17/18

**Email:** [irg@integratedindia.in](mailto:irg@integratedindia.in)

**Website:** [www.integratedregistry.in](http://www.integratedregistry.in)

**Contact Person:** Mr. J Gopinath

### ISSUE PROGRAMME

Last date for credit of rights entitlements (on or about)	[•]	Date of finalization of basis of allotment (on or about)	[•]
Date of opening of the Issue	[•]	Date of allotment (on or about)	
Last date for on-market renunciation of rights entitlements	[•]	Date of credit of rights equity shares (on or about)	[•]
Date of closing of the Issue	[•]	Date of listing (on or about)	[•]

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

*\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

General Terms	
Term	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”, or “our”	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms	
Term	Description
“Articles of Association” or “Articles” or “AoA”	Articles of Association of our Company, as amended from time to time
“Auditors” or “Statutory Auditors” or “Peer Review Auditor”	Statutory and peer review auditor of our Company, namely, M/s N K Mittal & Associates
“Audit Committee”	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and Section 177 of the Companies Act, 2013
“Board of Directors” or “Board” or “our Board”	The board of directors of our Company. For details, see “Our Management” beginning on page 67 of this Draft Letter of Offer
“Chairman”	The chairman of the Board of our Company, Mr. Shravan Suthar. For details, see “Our Management” beginning on page 67 of this Draft Letter of Offer
“Chief Financial Officer” or “CFO”	Chief financial officer of our Company, being Kalpana Nikam
“Company Secretary and Compliance Officer”	Company Secretary & Compliance Officer, being Komal Birla,
“Directors”	The directors on our Board, as may be appointed from time to time. For details, see “Our Management” beginning on page 67 of this Draft Letter of Offer
“Executive Directors”	The executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For details of our Executive Directors, see “Our Management” beginning on page 67 of this Draft Letter of Offer
“Equity Shares”	Equity shares of face value of ₹10.00/- each of our Company
“Independent Director”	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the SEBI (LODR) Regulations. For details, see “Our Management” beginning on page 67 of this Draft Letter of Offer
“Key Management Personnel” / “KMP”	Key managerial personnel of our Company determined in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations
“Managing Director”	The managing director of our Company, Mr. Shravan Suthar. For details, see “Our Management” beginning on page 67 of this Draft Letter of Offer

Company Related Terms	
Term	Description
“Materiality Policy”	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations
“Memorandum of Association” / “MoA”	Memorandum of Association of our Company, as amended from time to time
“Non-Executive Directors”	The non-executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations
“Promoter(s)”	Shravan Suthar and Lalit Suthar.
“Promoter Group”	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
“Registered Office”	Registered office of our Company situated at Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd, Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road, Mumbai, Goregaon East, Maharashtra, India, 400063.
“Registrar of Companies”/ “RoC”	Registrar of Companies, Mumbai, having its office at 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India
“Rights Issue Committee”	The rights issue committee being the sub-committee of our Board of Directors
“Senior Management” / “SMP”	Senior management personnel of our Company determined in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations
“Shareholders/ Shareholders”	Equity The Equity Shareholders of our Company, from time to time

Issue Related Terms	
Term	Description
“Additional Rights Equity Shares”	The Rights Equity Shares applied for or allotted under the Issue in addition to the Rights Entitlement
“Allotment” or “Allot” or “Allotted”	Allotment of Rights Equity Shares pursuant to the Issue
“Allotment Account(s)”	The account(s) opened with the Banker(s) to the Issue, into which the Application Money, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
“Allotment Account Bank(s)”	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being [●]
“Allotment Advice”	The note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue after approval of the Basis of Allotment by the Designated Stock Exchange
“Allotment Date”	Date on which the Allotment is made pursuant to the Issue
“Allottee(s)”	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue
“Applicant(s)” or “Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer
“Application”	Application made through submission of the Application Form or plain paper application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price
“Application Form”	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in the Issue

Issue Related Terms	
Term	Description
“Application Money”	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
“Application Supported by Blocked Amount” or “ASBA”	Application (whether physical or electronic) used by Applicant(s) to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB
“ASBA Account”	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
“ASBA Circulars”	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI ICDR Master Circular (to the extent it pertains to the rights issue process) and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
“ASBA Applicant” / “ASBA Investor”	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility
“ASBA Bid”	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
“Banker to the Issue”	Axis Bank Limited
“Bankers to the Issue Agreement”	Agreement dated Tuesday, 16 December 2025 entered into by and among our Company, the Registrar to the Issue and the Banker to the Issue for among other things, collection of the Application Money from Applicants/Investors and transfer of funds to the Allotment Account, on the terms and conditions thereof
“Basis of Allotment”	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in “ <i>Terms of the Issue – Basis of Allotment</i> ” beginning on page 102 of this Draft Letter of Offer.
“Controlling Branches” or “Controlling Branches of the SCSBs”	Such branches of the SCSBs which coordinate with the Registrar to the Issue and National Stock Exchange Of India Limited, a list of which is available on SEBI’s website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time
“Demat Suspense Account”	DURLAX TOP SURFACE LIMITED - RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT
“Demographic Details”	Details of Investors including the Investor’s address, PAN, DP ID, Client ID, bank account details and occupation, where applicable
“Depository(ies)”	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
“Designated SCSB Branch(es)”	Such branches of the SCSBs which shall collect the Applications, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time
“Designated Stock Exchange”	National Stock Exchange of India Limited
“Draft Letter of Offer”	This Draft Letter of Offer dated Wednesday, December 17, 2025 issued by our Company in accordance with the SEBI ICDR Regulations, including any addenda or corrigenda as may be issued thereto, and filed with National Stock Exchange Of India Limited
“Eligible Equity Shareholder(s)”	Equity Shareholders as on the Record Date. Please note that only those Equity Shareholders who have provided an Indian address to our Company are eligible to participate in the Issue. For further details, see “ <i>Notice to Investors</i> ” and “ <i>Restrictions on Purchases and Resales</i> ” beginning on pages 14 and 110, respectively of this Draft Letter of Offer
“Equity Shareholder(s)”	Holder(s) of the Equity Shares of our Company

Issue Related Terms	
Term	Description
“Shareholders” or	
“Fraudulent Borrower”	Fraudulent Borrower(s) as defined under Regulations 2(1) (III) of the SEBI ICDR Regulations
“Gross Proceeds” or “Issue Proceeds”	The gross proceeds raised through the Issue
“Issue”	<p>This issue of up to [●]* Rights Equity Shares for cash at a price of ₹[●] per Rights Equity Share (including a premium of ₹[●] per Rights Equity Share) aggregating up to ₹4,950 Lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders on the Record Date</p> <p><i>*Assuming full subscription in the Issue, subject to finalization of the Basis of Allotment.</i></p>
“Issue Closing Date”	[●]
“Issue Materials”	Collectively, this Draft Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
“Issue Opening Date”	[●]
“Issue Period”	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations
“Issue Price”	₹[●] per Equity Share, including premium of ₹[●] per Equity Share
“Issue Proceeds”	The gross proceeds raised through the Issue
“Issue Size”	<p>The issue of up to [●] Rights Equity Shares of face value ₹10.00/- each aggregating up to ₹4,950 Lakhs*</p> <p><i>*Assuming full subscription in the Issue, subject to finalization of the Basis of Allotment.</i></p>
“Letter of Offer” or “LOF”	The letter of offer dated [●], to be filed with the Stock Exchanges and SEBI
“Listing Agreement”	The uniform listing agreements entered into between our Company and the NSE in terms of the SEBI Listing Regulations
“Monitoring Agency”	Care Rating Ltd
“Monitoring Agency Agreement”	Agreement dated Tuesday, 16 December 2025 entered between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
“Multiple Application Forms”	More than one application form submitted by an Eligible Equity Shareholder/Renouncee in respect of the same Rights Entitlement available in their demat account. However, additional applications in relation to Additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple applications
“Net Proceeds”	Issue Proceeds less the estimated Issue related expenses. For further details, see “ <i>Objects of the Issue</i> ” beginning on page 50 of this Draft Letter of Offer
“Non-ASBA Investor” or “Non-ASBA Applicant”	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees
“Non-Institutional Bidders” or “NIIs”	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
“Off Market Renunciation”	<p>The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI ICDR Master Circular, circulars issued by the Depositories from time to time and other applicable laws.</p> <p>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.</p>

Issue Related Terms	
Term	Description
“On Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the National Stock Exchange of India Limited through a registered stock broker in accordance with the SEBI ICDR Master Circular, circulars issued by the stock exchange from time to time and other applicable laws, on or before [●]
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for the Rights Equity Shares in the Issue, to be decided prior to the filing of the Letter of Offer, being [●]
“Registrar or Share Transfer Agent”	Bigshare Services Private Limited
“Registrar to the Issue”	Integrated Registry Management Services Private Limited
“Registrar Agreement”	Agreement dated Tuesday, 16 December 2025, between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
“Refund Bank”	The Banker to the Issue with whom the refund account will be opened, in this case being [●]
“Renouncee(s)”	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation in accordance with the SEBI master circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
“Renunciation Period”	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
“Rights Entitlement(s)”	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder on the Record Date
“Rights Entitlement Letter”	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The details of Rights Entitlement(s) are also accessible on the website of our Company
“Rights Equity Shares”	Equity Shares of our Company to be Allotted pursuant to this Issue
“Rights Equity Shareholders”	Holder of the Rights Equity Shares pursuant to this Issue
“SEBI ICDR Master Circular”	SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated December 11, 2024
“SEBI Rights Issue Circular”	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
“Self-Certified Syndicate Banks” or “SCSBs”	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;i_ntmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;i_ntmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;i_ntmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;i_ntmId=35</a> , as applicable, or such other website as updated from time to time
“Transfer Date”	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
“Wilful Defaulter”	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

<b>Issue Related Terms</b>	
<b>Term</b>	<b>Description</b>
“Working Days”	All days on which commercial banks in Delhi are open for business. Further, in respect of the Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Delhi are open for business. Furthermore, in respect of the time period between the Issue Closing Date and the listing of Equity Shares on the National Stock Exchange of India Ltd, working day means all trading days of the National Stock Exchange of India Ltd, excluding Sundays and bank holidays, as per circulars issued by SEBI

<b>Business and Industry related Terms or Abbreviations</b>	
<b>Term</b>	<b>Description</b>
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
CPI	Consumer price index
DGFT	The Directorate General of Foreign Trade
DPIIT	Department for Promotion of Industry and Internal Trade
EM	Emerging Markets
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EU	European Union
FDI	Foreign Direct Investment
FPI	Foreign Portfolio Investors
FTA	Free trade agreement
FY	Fiscal Year
GDP	Gross Domestic Product
GHP	Good Hygienic Practices
GSecs	Government Securities
GST	Goods and Services Tax
IMF	International Monetary Fund
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
NPCI	National Payments Corporation of India
PE-VC	Private Equity- Venture Capital
SDL	State Development Loans
SOPs	Standard Operating Guidelines
US/USA	The United States of America
US\$	United States Dollar or US Dollar
WEO	World Economic Outlook
YoY	Year on Year

<b>Conventional and General Terms or Abbreviations</b>	
<b>Term</b>	<b>Description</b>
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970

Conventional and General Terms or Abbreviations	
Term	Description
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Conventional and General Terms or Abbreviations	
Term	Description
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended
TDS	Tax Deducted at Source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from

## NOTICE TO INVESTORS

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

In accordance with the SEBI ICDR Regulations, this Draft Letter of Offer, the Application Form, the Rights Entitlement Letter, and any other material relating to the Issue (collectively, the “**Issue Materials**”) will be sent/dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access the Letter of Offer and the Application Form from the websites of our Company, the Registrar and National Stock Exchange of India Limited.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, including the Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer was filed with the National Stock Exchange of India Limited for observations. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Materials is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements or Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor our affiliates are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

## NO OFFER IN THE UNITED STATES

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The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders, and the Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

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

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

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the “**US SEC**”), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

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

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

## **SUMMARY OF DRAFT LETTER OF OFFER**

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The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Draft Letter of Offer, including the sections titled “*Risk Factors*”, “*The Issue*”, “*Capital Structure*”, “*Objects of the Issue*” and “*Terms of the Issue*” on pages 19, 42, 47, 50, and 79 respectively.

### **SUMMARY OF OUR PRIMARY BUSINESS**

We are engaged in the business of manufacturing solid surface materials, catering to diverse applications across India through a distribution network of distributors and direct customers. Our products are also exported to international markets including the USA, Mexico, Dubai, ® Bahrain, Greece, and Nepal. We operate under three brands - LUXOR, ® TM ASPIRON, and HERONITEZ - each offering a comprehensive range of quality solid surfaces designed to meet the evolving needs of customers.

### **INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTERS AND PROMOTER GROUP IN THE ISSUE**

Out of the Promoters of our Company, except for [●], all the promoters have agreed and intend to either subscribe to their Rights Entitlement or renounce their entitlement within the promoters. The promoter(s) may also apply for additional shares over and above their respective entitlement.

All the promoters of our Company have vide their letters dated [●], undertaken to subscribe to their entire rights entitlement in the present Rights Issue.

Further, the under-subscribed portion of the Issue may be allotted to any specific investor(s) recognized by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the Issue Opening Date.

The acquisition of Rights Equity Shares by our Promoters and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

### **ALLOCATION IN THE EVENT OF UNDER-SUBSCRIPTION**

The under-subscribed portion of the Issue may be allotted to any specific investor(s) recognized by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the Issue Opening Date.

### **DETAILS OF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILFUL DEFaulTER OR A FRAUDULENT BORROWER**

We confirm that neither our Company nor any of our Promoters or Directors are a wilful defaulter or a fraudulent borrower.

## **SUMMARY OF OUTSTANDING LITIGATION**

As on the date of this Draft Letter of Offer, neither our Company nor our Promoters or Directors have been issued any show cause notice(s) by SEBI or the Adjudicating Officer in a proceeding for imposition of penalty, nor have any prosecution proceedings been initiated against them by SEBI.

A summary of outstanding legal proceedings involving our Company as on the date of this Draft Letter of Offer is set forth in the table below:

## SECTION II – RISK FACTORS

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*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read all the sections in this Draft Letter of Offer including all the financial and statistical information contained in this Draft Letter of Offer.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Letter of Offer were to occur, our business, financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.*

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Draft Letter of Offer. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

### **Materiality**

*The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:*

1. *Some events may not be material individually but may be material when considered collectively.*
2. *Some events may have an impact which is qualitative though not quantitative.*
3. *Some events may not be material at present but may have a material impact in the future.*

### **INTERNAL RISK FACTORS**

#### **Business Related Risk**

1. *Our continued operations are critical to our business, and any shutdown of our factory unit may adversely affect our business, results of operations and financial condition.*

Our factory unit is situated at Survey No. 557/2 558/1, Village Moti Tambadi, Vapi Silvassa Road, Vapi – 396193, District Valsad, Gujarat, India. As a result, any local social unrest, natural disaster or break down of services and utilities in this area could have material adverse effect on the business, financial position and results of our operations. Our unit is subject to operating risks, such as breakdown or failure of equipment, power supply or processes, reduction or stoppage of water supply, performance below expected levels of efficiency, obsolescence, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. In the event, we are forced to shut down our factory unit for a prolonged period, it would adversely affect our earnings, results of operations and our financial condition. Spiralling cost of living around our unit may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness

2. *Our Company has experienced insufficient capacity utilization of our manufacturing unit in the past and may experience the same in the future as well, which could have an adverse impact on our business, results of operations and financial condition.*

We have experienced instances of insufficient capacity utilization of our unit in the past. The details of the capacity utilization of our manufacturing unit in the preceding three years has been provided below:

Particulars	Financial Year	Installed Capacity	Utilized Capacity	Percentage of Utilization
Sheets	2025	2,40,000	1,80,552	75.23%
Sheets	2024	2,40,000	1,72,728	71.97%
Sheets	2023	1,20,000	1,07,004	89.17%

As of the date of this Draft Letter of Offer, we are operating (double shift) out of one factory unit in Moti Tambadi 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 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. 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.

**3. *We are dependent on a few customers for a major part of our revenues. Further we do not enter 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 85.34%, 79.47%, 86.18%, and 84.30% respectively, of our revenues during half-year ended September 30, 2025, and for the Fiscal 2025, 2024 and 2023, 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.

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 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.

**4. *Our business is working capital intensive. If we are unable to generate sufficient cash flows to allow us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires a significant amount of working capital primarily because a considerable amount of time passes between the purchase of raw materials and the collection of receivables post sales to customers. Hence, a major portion of our working capital is utilized towards debtors and inventory. For the half-year ended September 30, 2025, our debtors accounted for 99.11% of the total net worth. For the year ended March 31, 2025, our

debtors accounted for 60.73% of the total net worth. In comparison, for the fiscal years ended 2024 and 2023, debtors represented 139.12% and 90.43% of the total net worth, respectively. Similarly, our inventories for the half-year ended September 2025, stood at 88.72% whereas for the fiscal March 31, 2025, stood at 86.57% of the total net worth, for the fiscal years ended 2024 and 2023, inventories represented 227.96% and 219.23%, respectively.

The results of operations of our business are dependent on our ability to effectively manage our inventory (raw material and finished goods) and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or purchase, we may be required to write down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the creditworthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the creditworthiness of our customers, it may lead to bad debts, delays in recoveries and/or write-offs, which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance costs, which will adversely impact our profitability.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and results of operations. In the event that we are not able to recover dues from trade receivables or are unable to utilise or sell our inventory, we may not be able to maintain our sales level, which could adversely affect our financial health. If this situation persists, we may not be able to pay our lenders/creditors and we may be forced to go for Corporate Debt Restructuring (CDR), which may adversely affect our operations and future prospects.

##### **5. *Our contingent liabilities as stated in our Financial Statements could affect our financial condition.***

Our contingent liability as on September 30, 2025, is as detailed as follows. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected.

##### **EPCG Scheme – Export Obligation**

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:

<b>Date of Issue of License</b>	<b>License Number</b>	<b>Amount of Goods to be exported in USD</b>	<b>Amount of Goods to be Exported in INR @ 85.58</b>	<b>Amount of duty to be paid</b>
Friday, 28 October 2016	0330045650	1,635,320.00	139,950,686	18,452,971
<b>Total</b>			<b>139,950,686</b>	<b>18,452,971</b>

*Our Company has obtained an extension from DGFT for fulfilling its export obligation, now extended until 28.04.2026.*

If the Company is not able to comply with this export obligation, then the Company shall be liable to pay custom duty of ₹184.53 Lakhs.

In respect of EPCG License Nos. 330046421 dated 19.01.2017 and 330047328 dated 08.06.2017, the Company has fulfilled the export obligation and submitted the closure applications to the DGFT. However, as of the date of this Draft Letter of Offer, the final closure letters are awaited. Accordingly, in the absence of official confirmation from DGFT, the corresponding amount has been disclosed as a contingent liability to the tune of ₹85.69 Lakhs. Our Company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹73.69 Lakhs to obtain the aforesaid Bank Guarantee, and our Company has offered fixed deposit with PNB to the tune of ₹18.43 Lakhs.

### **Advance License Scheme – Export Obligation**

Our Company has imported Raw Material under Advance Licenses Scheme and is under a legal obligation to export goods within 18 Months from the date of license, however our Company was not able to fulfil these export obligations, hence 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:

<b>Date of Issue of License</b>	<b>License Number</b>	<b>Amount of Goods to be exported in USD</b>	<b>Amount of Goods to be Exported in INR @ 85.58</b>	<b>Amount of duty to be paid</b>
Monday, 10 April 2017	0310812402	245,000.00	20,967,100	3,909,966
Thursday, 27 July 2017	0310814878	700,000.00	59,906,000	7,805,696
<b>Total</b>			<b>80,873,100</b>	<b>11,715,662</b>

If our company is not able to comply with this export obligation then the company shall be liable to pay custom duty of ₹117.16 Lakhs. Our Company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of ₹32.72 Lakhs to obtain the said Bank Guarantee, and our Company has provided fixed deposit with PNB to the tune of ₹10.33 Lakhs as collateral security.

### **Group Gratuity Policy**

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

### **Appeals Filed**

A potential tax liability of ₹1,647.79 Lakhs may arise for the Financial Year 2017–18, in connection with the appeal filed before the Commissioner of Income Tax (Appeals) [CIT(A)]. The appeal is currently pending for disposal.

A potential tax liability of ₹1,133.57 Lakhs may arise for the Financial Year 2017–18, in connection with the appeal filed before the Commissioner of GST (Appeals) [Comm.(A)]. The appeal is currently pending for disposal.

A potential tax liability of ₹164.50 lakhs may arise for the Financial Year 2018-19, in connection with the appeal filed before the Commissioner of GST (Appeals) [Comm.(A)]. The appeal is currently pending for disposal.

6. *Our Company is involved in certain legal and other proceedings. We cannot assure you that our Company will be successful in any of these legal actions. Any adverse outcome in such proceedings may affect our business, results of operations and financial condition.*

Our Company is impleaded in a number of legal proceedings that, if determined against our Company, could have an adverse effect on our business, results of operations and financial condition.

A summary of material outstanding legal proceedings involving our Company as on the date of this Draft Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below.

Name of entity	Proceedings involving issues of criminal liability	Tax Proceedings (₹ in Lakhs)	Proceedings before regulatory authorities involving material violations of statutory regulations	Matters involving economic offences where proceedings have been initiated	Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position	Aggregate amount involved (₹ in Lakhs) <sup>#</sup>
<b><i>Company</i></b>							
By our Company	Nil	Nil	Nil	Nil	Nil	Nil	Not Applicable
Against our Company	Nil	₹2,945.86	Nil	Nil	Nil	Nil	₹2,945.86

*\*Includes any pending matters, which: (i) involve an amount equivalent to or in excess of the Materiality Threshold; (ii) would materially and adversely affect the operations or the financial position of our Company, if they result in an adverse outcome, and (iii) are considered material as per SEBI Listing Regulations.*

*<sup>#</sup>To the extent quantifiable.*

The Company has certain tax and GST-related demands raised by the Income Tax Department and the GST authorities, which are currently classified as contingent liabilities. These demands have arisen primarily due to interpretational matters and procedural positions adopted by our Company in the ordinary course of business.

Our Company has preferred appeals against these demands before the appropriate appellate authorities. However, it may be noted that the ultimate outcome of such appeals cannot be predicted with certainty, and any adverse order may have a financial impact on the Company.

We cannot assure you that any of these matters will be settled in favour of our Company, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, and results of operations. If the courts or tribunals rule against our Company or Subsidiaries, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

**7. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.***

Our Company proposes to utilize the Net Proceeds for the Issue towards repayment of Bank loans, and general corporate purpose. Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. The deployment of Net Proceeds will be in compliance with all applicable laws and regulations. For details, see “*Objects of the Issue*” beginning on page 50 of this Draft Letter of Offer.

**8. *Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

We have experienced negative cash flows from our investing activities in some past years which can be seen in the below table:

Particulars	Half-Year ended September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Net Cash Flow from Operating Activities (₹ in Lakhs)	(534.00)	(678.25)	(1,660.47)	382.70
Net Cash Flow used in Investing Activities (₹ in Lakhs)	40	(353.57)	(383.14)	(6.47)
Net Cash used in Financing Activities (₹ in Lakhs)	492	1,033.92	2,051.84	(381.75)

**9. *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.***

We sell our products through our distributor network. The bifurcation of our revenue from operations

Particulars	Half-Year ended September 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Distributors	73.43%	65.77%	64.89%	67.12%
Direct Customers	26.57%	34.23%	35.11%	32.88%
Total	<b>1000.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

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.

**10. *In the past, there have been instances of delayed or erroneous filing of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC by 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.

Post-listing period, our Company had belatedly filed certain statutory forms, for example:

- (i) Form CRA-2, which was due on Tuesday, 30 September 2025, was filed on Saturday, 18 October 2025, resulting in a delay of 18 days.
- (ii) Form MGT-15, which was due on Friday, 24 October 2025, was filed on Monday, 27 October 2025, resulting in a delay of 3 days.
- (iii) Form CHG-4, which was due on Wednesday, 30 October 2024, was filed on Saturday, 28 June 2025, reflecting a significant 241-day delay.

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.

**11. *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.

**12. *Our Promoters have provided personal guarantees for loans availed by us. In the event of default on our debt obligations, the personal guarantees may be invoked, thereby adversely affecting our Promoters' 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 have provided personal guarantees in relation to such loans availed by our Company; for details, please see "Financial Indebtedness" on page 72 of this Draft Letter of Offer. In the event of any default in repayment of the loans by the Company, the personal guarantees extended by our Promoters may be invoked by our lenders, thereby adversely affecting our Promoters' ability to manage the affairs of our Company. This, in turn, could adversely affect our business, prospects, financial condition and results of operations.

**13. *We require various regulatory approvals and licenses for the purpose of our business. Our inability to obtain such regulatory approvals and licenses for the purpose of our business in a timely manner or at all, or to comply with the terms and conditions of our existing regulatory approvals and licenses may have a material adverse effect on the continuity of our business and may impede our effective operations in the future.***

Our business operations require us to obtain and renew, from time to time, certain approvals, licenses, registrations and permits under central, state and local government rules in India, generally for carrying out our business and for our manufacturing facilities. As on the date of this Draft Letter of Offer, our Company has all requisite registrations to run its business operations. A majority of these approvals are granted for a limited duration. The introduction of additional government control or newly implemented laws and regulations, depending on the nature and extent thereof and our ability to make corresponding adjustments, may adversely affect our business, results

of operations and financial conditions. These laws and regulations and the way in which they are implemented and enforced may change from time to time and there can be no assurance that future legislative or regulatory changes will not have an adverse effect on our business, financial condition, cash flows and results of operations.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. In case we fail to comply with these requirements, or a regulator alleges we have not complied with these requirements, we may be subject to penalties and compounding proceedings.

**14. *Our inability to receive or renew the necessary licenses, approvals and registrations in a timely manner or at all may lead to interruption of our Company's operations.***

We require certain statutory and regulatory approvals, licenses, registrations and permissions to operate our manufacturing unit, some of which have been granted for a fixed period of time and need to be renewed from time to time. We cannot assure you that in the near future there will not be any legal actions taken against us for the same.

Further, our licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may adversely affect our business.

**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 the transport 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 a 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 activities primarily from JNPT port situated in Gujarat and are therefore heavily dependent on the smooth functioning of JNPT port for our export activities. As we are situated far from the port, the transportation cost and the time required to complete any order increases. Along with transportation cost, insurance cost and risks associated with the movement of goods to and from the port also increase.

Raw materials and finished products may be lost or damaged in transit for various reasons including accidents or natural disasters. There may also be delays in delivery of raw materials and finished products, which may negatively affect our business and results of operations.

Our stock of finished goods for the half-year ended September 30, 2025, accounted for ₹2,694.97 Lakhs, whereas for the Fiscals 2025, 2024, and 2023 accounted was ₹2,491.22 Lakhs, ₹2,521.71 Lakhs, and ₹2,156.99 Lakhs, respectively, whereas raw material and consumables for the half-year ended September 30, 2025, accounted for ₹1,756.28 Lakhs, and for the Fiscals 2025, 2024 and 2023 was ₹1,623.51 Lakhs, ₹1,573.13 Lakhs, and ₹820.57 Lakhs respectively. In the event we fail to maintain a sufficient volume of raw materials, or delivery of such materials 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 delays and will not repair damage to our customer relationships or the goodwill of the Company in the market.

**16. *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.***

We extend 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 formal 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 a customer is 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 the future could adversely affect our working capital cycle and cash flows.

For the half-year ended September 30, 2025, our trade receivables were ₹6,032.14 Lakhs, which represented 88.46% of our revenues from operations. In the financial years 2025, 2024, and 2023, our trade receivables were ₹3,503.40 Lakhs, ₹3,008.77 Lakhs, and ₹1,587.26 Lakhs, respectively, which represented 28.56%, 33.15%, and 23.78% 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 or 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.

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

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.

**18. *Our inability to accurately forecast demand or prices 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 orders. 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.

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

We generally perform scheduled and unscheduled maintenance, operating and other asset management services. Manufacturing top solid surfaces involves handling certain very heavy materials which, if not handled properly, can be dangerous. In addition to natural risks such as earthquakes, floods, lightning, cyclones and wind, other hazards such as fire, structural collapse and machinery failure are inherent risks in our operations. These 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 of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including cleanup costs, personal injury, property damage, and fines and/or penalties. We maintain an amount of insurance protection that we consider adequate, including insurance covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles, and insurance covering damage to finished goods in transit. We may not have identified every risk, and may not be insured against every risk, because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risks that may occur. 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 such as COVID-19 and other pandemics, or due to inadequate insurance coverage, could materially harm our cash flows, financial condition and future results of operations.

We cannot provide any assurance that our insurance will be sufficient or effective under all circumstances or 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 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 the half-year ended September 30, 2025, Fiscals 2025, 2024, and 2023 was ₹14,533.06 Lakhs, ₹6,678.14 Lakhs, and ₹6,678.14 Lakhs, respectively, which represented 255.14%, 209.00%, and 115.49%, respectively, of our net block of property, plant and equipment and inventory. The assets covered under insurance constituted 119.45%, 152.12%, 71.90%, and 87.03%, as of half-year ended September 30, 2025, and for the Fiscals 2025, 2024, and 2023, respectively, of the total assets of our Company.

There have been no instances in the past where insurance claims exceeded insurance coverage. However, there can be no assurance that such instances will not occur in the future. To the extent that we suffer loss or damage or face successful assertion of one or more large claims against us for events for which we are not insured, or which exceed 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.

**20. *Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

**21. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.***

After the completion of the Issue, our Promoters and the members of the Promoter Group are expected to hold approximately over [●] % of the paid-up equity share capital of our Company assuming full subscription to the Rights Entitlement in the Issue. So long as the Promoters have a majority holding, they will be able to elect the entire Board and control most matters affecting us, including the appointment and removal of the officers of our Company, our business strategy and policies and financing. Further, the extent of the Promoters' shareholding in

our Company may result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the other shareholders of our Company.

22. *As the securities of our Company are listed on a stock exchange in India, our Company and our Promoters are subject to certain obligations and reporting requirements under SEBI Insider Trading Regulations, SEBI Takeover Regulations and SEBI Listing Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements in the future may render us/our Promoters liable to prosecution and/or penalties.*

Our Company and our Promoters are subject to certain obligations and reporting requirements under SEBI Insider Trading Regulations, SEBI Takeover Regulations and SEBI ICDR Regulations such as submission of interest or holding by the directors and officers of our Company etc. Though our Company and our Promoters endeavor to comply with all such obligations/reporting requirements, there have been certain instances of non-compliance and delays in complying with such obligations/reporting requirements. Any such delays or non-compliance would render our Company/our Promoters to prosecution and/or penalties. Any non-compliance with the applicable laws, rules and regulations in the future may subject us to regulatory action, including penalties, suspension of trading of Equity Shares or even compulsory delisting of our Equity Shares, which may not only materially and adversely affect our business, prospects and reputation but also the shareholder.

23. *We have in past entered into related party transactions and we may continue to do so in the future.*

As of September 30, 2025, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. All the related party transactions have been carried out on arm's length basis in accordance with the Companies Act and other applicable regulations in addition, we have in the past also entered into transactions with other related parties.

While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may 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 taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

24. *The agreements executed by our Company with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.*

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund-based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as formulation of any scheme of amalgamation or reconstruction, declaring dividends, approach capital market for mobilizing additional resources either in the form of debt or equity, further expansion of business, granting loans to directors, repaying unsecured loans availed from Promoters and third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We have received No Objection Certificates (NOCs) from all our lenders with whom our Company has entered into an agreement, for the proposed issuance of equity shares through this Issue. We cannot assure you that our lenders will provide us with these approvals in the future. Further, some of the financing arrangements include covenants which mandate us to maintain total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. This might have an adverse effect on our cash flows, business, results of operations and financial condition.

25. *In addition to the existing indebtedness our Company, may incur further indebtedness during the course of business. We cannot assure that our Company would be able to service the existing and/ or additional indebtedness.*

As on September 30, 2025, the total fund-based indebtedness of our Company is ₹3,323.00 Lakhs. In addition to the indebtedness for the existing operations of our Company, may incur further indebtedness during the course of their business. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive

rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations.

**26. *Our Company has unsecured loans that may be recalled by the lenders at any time, and our Company may not have adequate funds to make timely payments or at all.***

Our Company has availed unsecured loans. As of September 30, 2025, the unsecured loans availed by our Company amounted to ₹155.44 Lakhs. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the lender at any time. In the event that the lender seeks repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

**27. *Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders, and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

**28. *Our success largely depends upon the knowledge and experience of our Promoters, Directors and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.***

The growth and success of our Company's future significantly depend upon the experience and continued services and the management skills of our Promoters, Key Managerial Personnel and the guidance of our Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business.

**29. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive, and we are required to obtain consents from certain of our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations.

**30. *Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.***

Our business and the industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and inventory management and logistical errors. An increase in product losses due to such factors at our place of operation may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in cash management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring cash to banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

**31. *The industry segment in which we operate is fragmented, and we face competition from other players, which may affect our business operations and financial condition.***

We compete in the 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 require us to incur lower net selling prices and may 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.

**32. *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 in a cost-effective and timely manner. 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 manufacturing methods. The development and implementation of such technology entail 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.

**33. *Our Equity Shares are listed on the SME Platform and are subject to lot size requirements, which may limit liquidity and restrict investor participation.***

Our Equity Shares are currently listed on the SME Platform of the National Stock Exchange of India Limited, where trading is permitted only in market lots of 2,000 as prescribed by the exchange. The requirement to trade exclusively in lots restricts investors from buying or selling shares in smaller quantities. This may limit retail participation, reduce liquidity, and lead to greater price volatility when compared to companies listed on the main board.

Further, SME platforms generally experience lower trading volumes. As a result, investors may not be able to execute trades at a desired time or price, which may adversely affect their ability to exit their investment. Any such limitations on the marketability or liquidity of our Equity Shares may adversely affect the trading price and overall investor sentiment towards our Company.

## ISSUE SPECIFIC RISKS

34. ***Our Company will not distribute the Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch the Letter of Offer, Rights Entitlement Letter and Application Form (the “**Offering Materials**”) to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

35. ***SEBI has, by way of circular dated March 3, 2025, streamlined the process of rights issues. You should follow the instructions carefully, as stated in the SEBI Rights Issue Circular and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circular dated March 3, 2025, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “*Terms of the Issue*” beginning on page 79 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

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

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form.

Our Company has opened a separate demat suspense escrow account and would credit Rights Entitlements on the basis of the Equity Shares: (a) which are held in the account of the Investor Education and Protection Fund (“**IEPF**”) authority; or which of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed/ suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (b) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (c) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any; or (d) such other cases where our Company is unable to credit Rights Entitlements for any other reasons.

Our Company shall credit the Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are required to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner and such lapsing of Rights Entitlement may dilute and adverse impact the interest of certain Eligible Equity Shareholders. For details, please see "*Terms of the Issue*" beginning on page 79 of this Draft Letter of Offer.

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

In terms of the SEBI ICDR Regulations, Applicants in the Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in the Issue and the credit of such Rights Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operations or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in the Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares.

The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of our Equity Shares will not decline below the Issue Price. To the extent the market price for our Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after the Issue or cause the trading price of our Equity Shares to decline.

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

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "*Terms of the Issue*" beginning on page 79 of this Draft Letter of Offer.

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

In accordance with the SEBI ICDR Master Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements

in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar no later than two clear Working Days prior to the Issue Closing Date, shall lapse.

Further, pursuant to a press release dated December 3, 2018, issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For further information, see “*Terms of the Issue*” beginning on page 79 of this Draft Letter of Offer.

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

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

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

Under the current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Additionally, a securities transaction tax (“STT”) is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on the stock exchanges held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.50% (plus applicable surcharge and cess). This beneficial provision is, *inter alia*, subject to payment of STT. Further, any capital gains realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess).

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India at the rate of 20.00% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Rights Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

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 Rights Equity Shares. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Rights Equity Shares.

**42. *The Rights Equity Shares may experience price and volume fluctuations.***

The market price of the Rights Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian finance and lending sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India’s economic liberalization and deregulation policies, and significant developments in India’s fiscal regulations. In addition, the stock exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Rights Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also affect the price of the Rights Equity Shares. In particular, the stock market as a whole recently experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

No assurance can be given that an active trading market for the Rights Entitlements will develop on the National Stock Exchange Of India Limited during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of National Stock Exchange Of India Limited, the trading of Rights Equity Shares may not track the trading of Equity Shares.

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

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

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

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

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

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

**47. *Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

**48. *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.

#### **EXTERNAL RISK FACTORS**

**49. *Natural disasters and health epidemics could have a negative impact on the Indian economy, damage our facilities and also destroy the outlook of our Company.***

Natural disasters such as floods, earthquakes, famines and pandemics have in the past had a negative impact on the Indian economy, with the most recent example being the global outbreak of COVID-19. If any such event were to occur, our business could be affected due to the event itself or due to the inability to effectively manage the effects of the particular event. Potential effects include the damage to infrastructure, damage to our intangible assets and the loss of business continuity. In the event that our facilities are affected by any of these factors, our operations may be significantly interrupted, which may materially and adversely affect our business, cash flows, financial condition and results of operations.

**50. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Ind AS differs from other accounting principles with which prospective investors may be familiar, such as IFRS and U.S. GAAP. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

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

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

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

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

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could

adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

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

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

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

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

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

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

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

The Government of India has issued a notification dated September 29, 2016, notifying Income Computation and Disclosure Standards (“ICDS”), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- the General Anti Avoidance Rules (“GAAR”) have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
- a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

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

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

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

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

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular,

we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

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

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

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

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

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

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

**58. *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. In addition, any deterioration in international relations, especially between India and its neighboring 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.

**59. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India, and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

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

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;

- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

**60. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market 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 increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

### SECTION III – INTRODUCTION

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#### CONFIRMATIONS

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(a) Except as mentioned below, our Company is in compliance with the Listing Agreement and SEBI Listing Regulations for a period of the last three years immediately preceding the date of filing of this Draft Letter of Offer and the Letter of Offer:

1. Delay in filing the Statement of Investor Complaints under Regulation 13(3) of the SEBI Listing Regulations, pursuant to which, a notice was issued by National Stock Exchange of India Limited vide letter bearing reference number NSE/LIST-SOP/COMB/FINES/0935 dated August 14, 2024, for payment of fine, particulars of which are encapsulated in the table below:

<b>Regulation of the SEBI Listing Regulations</b>	<b>Quarter</b>	<b>Fine amount per day</b>	<b>Days of non-compliance</b>	<b>Fine amount (excluding GST)</b>	<b>Fine amount (including GST)</b>
Regulation 13(3) - Statement of Investor Complaints	June 30, 2024	₹1,000	2	₹2,000	₹2,360

Our Company has duly remitted the said fine.

(b) We have redressed at least ninety-five percent of the complaints received from the investors until the end of the quarter immediately preceding the month of the reference date i.e. the date of filing of this Draft Letter of Offer and the Letter of Offer.

(c) No Show-cause notice(s) have been issued by SEBI or the Adjudicating Officer or any Regulator against our Company or our promoters or directors.

(d) No prosecution proceedings have been initiated by SEBI or any Regulatory Authority against our Company or our promoters or directors.

(e) Equity Shares have not been suspended from trading during the past three years immediately preceding the date of this Draft Letter of Offer and the Letter of Offer

## THE ISSUE

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This Issue has been authorised through a resolution passed by our Board at its meeting held on Wednesday, December 17, 2025 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, subject to the approvals and consents as may be necessary from Securities and Exchange Board of India, National Stock Exchange of India Limited and any other competent authority. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Rights Issue Committee on [●].

The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled “*Terms of the Issue*” beginning on page 79 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
<b>Rights Equity Shares being offered by our Company</b>	Up to [●] Right Equity Shares of face value of ₹10.00/- each
<b>Rights Entitlement for the Rights Equity Shares</b>	[●] Right Equity Shares of face value of ₹10.00/- each for every [●] fully paid-up Equity Share(s) of face value of ₹10.00/- each held by the Eligible Equity Shareholders in the Company as on the Record Date, with the right to renounce.
<b>Fractional Entitlement</b>	<p>For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement.</p> <p>However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any</p>
<b>Record Date</b>	[●]
<b>Face Value per Equity Share</b>	₹10.00/- each
<b>Issue Price per Rights Equity Shares</b>	₹[●] per Equity Share (including premium of ₹[●] per Equity Share)
<b>Issue Size</b>	Up to ₹4,950 Lakhs <i>Assuming full subscription in the Issue, Allotment and receipt of Issue Price with respect to the Rights Equity Shares. Subject to finalization of Basis of Allotment</i>
<b>Market Lot</b>	2,000 Equity Shares
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank <i>pari passu</i> in all respects with the Equity Shares of our Company
<b>Equity Shares issued, subscribed and paid up prior to the Issue</b>	1,66,27,701 Equity Shares of face value of ₹10.00/- each. For details, see “ <i>Capital Structure</i> ” on page 47 of this Draft Letter of Offer.
<b>Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)</b>	[●] fully paid-up Equity Shares
<b>Security Codes for the Issue</b>	ISIN: INE0OUW01013 NSE: DURLAX
<b>ISIN for Rights Entitlements</b>	[●]

<b>Use of Issue Proceeds</b>	For details, please see “ <i>Objects of the Issue</i> ” on page 50 of this Draft Letter of Offer.
<b>Terms of the Issue</b>	For details, please see “ <i>Terms of the Issue</i> ” beginning on page 79 of this Draft Letter of Offer.

\*Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment.

**Terms of Payment**

<b>Due Date</b>	<b>Face Value</b>	<b>Premium</b>	<b>Amount payable per Rights Equity Shares (including premium)</b>
On the Issue application (i.e., along with Application Form)	[●]	[●]	[●]

## 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 equity shares of our Company got listed on the Emerge Platform of NATIONAL STOCK EXCHANGE OF INDIA LIMITED on June 26, 2024, bearing Scrip symbol ‘DURLAX’ and ISIN ‘INE0OUW01013’. The Corporate Identification Number of our Company is L74999MH2010PLC202712.

### REGISTERED OFFICE OF OUR COMPANY

Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd,  
Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road,  
Mumbai, Goregaon East, Maharashtra, India, 400063  
Telephone No.: +91-75067 99831  
Website: [www.durlax.com](http://www.durlax.com)  
Email id: [info@durlaxindia.com](mailto:info@durlaxindia.com)

### CHANGES IN THE REGISTERED OFFICE

Effective Date	From	To	Reasons of Change
Thursday, 1 July 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
Tuesday, 3 July 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
Wednesday, 2 January 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 Commonspace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.	Administrative convenience
Monday, 22 July 2024	301, Jaisingh Commonspace, Dayal Das Road, FP362 W.E. Highway, Vile Parle (East), Mumbai – 400 057, Maharashtra, India	Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd, Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road, Mumbai, Goregaon East, Mumbai – 400063, Maharashtra, India	Administrative Convenience

### ADDRESS OF THE REGISTRAR OF COMPANIES

100, Everest, Marine Drive,  
Mumbai – 400 002, Maharashtra, India  
**Tel:** 022 – 2281 2627 / 2202 0295 / 2284 6954  
**Fax:** 022 – 2281 1977  
**Email:** [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)  
**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Komal Birla****Durlax Top Surface Limited**

Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd, Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road, Mumbai, Goregaon East, Mumbai – 400063, Maharashtra, India

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

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

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

**BANKER TO THE ISSUE****Axis Bank Limited**

Sakinaka Branch, Hyde Park, Ground Floor, Unit No 4, Opp Ansa industrial Estate, Saki Vihar Road, Mumbai – 400072, Maharashtra, India

**Telephone:** 02240733600

**Email ID:** [sakinaka.branchhead@axisbank.com](mailto:sakinaka.branchhead@axisbank.com)

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

**Contact Person:** Mr. Nitin Jha

**CIN:** L65110GJ1993PLC020769

**STATUTORY AUDITOR****N K Mittal and Associates**

**Address:** 620, 6<sup>th</sup> Floor, Pearl Plaza, Opp. Andheri Railway Station, Andheri (West), Mumbai - 400053.

**Telephone:** +91 98926 40589 / + 91 98924 12486

**Email:** [nkmittalassociates@gmail.com](mailto:nkmittalandassociates@gmail.com)

**Contact Person:** Mr. N. K. Mittal

**Membership No.:** 046785

**Firm Registration No.:** 113281W

**Peer Review Number:** 012598

**REGISTRAR TO THE ISSUE****Integrated Registry Management Services Private Limited**

**Branch Office:** 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru – 560003, Karnataka, India

**Contact Number:** 080 - 23460815/16/17/18

**Email:** [irg@integratedindia.in](mailto:irg@integratedindia.in)

**Website:** [www.integratedregistry.in](http://www.integratedregistry.in)

**Contact Person:** Mr. J Gopinath

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see “*Terms of the Issue*” beginning on page 79 of this Draft Letter of Offer.

**EXPERTS**

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

Our Company has received a written consent from our Statutory Auditors, M/s N K Mittal and Associates, Chartered Accountants, to include their name in this Draft Letter of Offer and as an ‘expert’, as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Financial Statements and the statement of special tax benefits dated December 11, 2025, included in this Draft Letter of Offer, and such consent has not been withdrawn as of the date of this Draft Letter of Offer.

The term “expert” and “consent” does not represent an “expert” or “consent” within the meaning under the U.S. Securities Act.

## **MONITORING AGENCY**

Our Company has appointed Care Rating Ltd as the monitoring agency. The details are:.

Care Rating Ltd  
4<sup>th</sup> Floor, Godrej Coliseum, Sion East, Mumbai-400022  
Telephone: 022-67543456  
Contact Person: Nikhil Soni  
Email: Nikhil.soni@careedge.in

## **UNDERWRITING**

This Issue is not underwritten.

## **DEBENTURE TRUSTEE**

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

## **SELF-CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

## **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 the National Stock Exchange Of India Limited at [www.nseindia.com/products-services/initial-public-offerings-asbaprocedures](http://www.nseindia.com/products-services/initial-public-offerings-asbaprocedures), respectively, as updated from time to time and on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10), as updated from time to time.

## **CREDIT RATING**

As the Issue is of Equity Shares, there is no credit rating required for the Issue.

## **FILING**

This Draft Letter of Offer is being filed with National Stock Exchange Of India Limited as per the provisions of the SEBI ICDR Regulations. Further, the Letter of Offer will be filed with National Stock Exchange Of India Limited and with SEBI in accordance with SEBI ICDR Regulations.

## **MINIMUM SUBSCRIPTION**

In terms of Regulation 86(1) of the SEBI ICDR Regulations, the minimum subscription in a rights issue must be at least 90% of the Issue. In the event of non-receipt of minimum, all application monies received shall be refunded to the applicants forthwith, but not later than 4 days from the closure of the Issue.

## CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Letter of Offer and the details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed, and paid-up share capital after the Issue is as set forth below:

(₹ in lakhs, except shares data)			
Particulars		Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	4,00,00,000 Equity Shares of the face value of ₹10.00/- each	4000.00	-
<b>B</b>	<b>ISSUED, SUBSCRIBED, AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	<b>Issued, Subscribed and Paid-up Share Capital</b>		
	1,66,27,701 Equity Shares of the face value of ₹10.00/- each	1,662.77	-
<b>C</b>	<b>PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER*</b>		
	Issue of [●] Equity Shares of value of ₹10.00/- each at a premium of [●] per Equity Share	[●]	[●]
<b>D</b>	<b>ISSUED, SUBSCRIBED, AND PAID-UP SHARE CAPITAL AFTER THE ISSUE#</b>	[●]	[●]
<b>SECURITIES PREMIUM ACCOUNT</b>		<i>(in ₹ lakhs)</i>	
Before the Issue		2,636.16	
After the Issue		[●]	

*The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated Wednesday, December 17, 2025. #Assuming full subscription for and allotment of the Rights Entitlement.*

### NOTES TO CAPITAL STRUCTURE

1. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer.
2. At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
3. As on the date of this Draft Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights.
4. The Ex-rights price as referred under clause of (b) of sub-regulation 4 of regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 with the Issue is ₹[●].
5. **Details of outstanding instruments**

As on date of this Draft Letter of Offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further, it has not issued any convertible securities which are outstanding as of date of this Draft Letter of Offer.

6. **Details of stock option scheme of our Company**

As on the date of this Draft Letter of Offer, our Company does not have a stock option scheme.

7. **Intention and extent of participation by our Promoters and Promoter Group in the Issue**

Out of the Promoters/promoter group of our Company, except for [●], all the promoters have agreed and intend to either subscribe to their Rights Entitlement or renounce their entitlement within the promoters. The promoter(s) may also apply for additional shares over and above their respective entitlement.

All of the promoters of our Company, have, vide their letters dated [●], undertaken to subscribe to their entire rights entitlement in the present Rights Issue. The other members of the promoter group may or may not subscribe to their rights entitlement.

Further, the under-subscribed portion of the Issue may be allotted to any specific investor(s) recognized by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the Issue Opening Date.

The acquisition of Rights Equity Shares by our Promoters and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

**8. Details of specified securities acquired by the Promoter and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer with the designated stock exchange in case of a fast-track issue and in any other case, the date of filing of the letter of offer with the Board**

Promoter and promoter group have not acquired any specified securities from any National Stock Exchange of India Limited during the last one year.

**9. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in compliance with the SEBI Listing Regulations**

Sr. No.	Particulars	National Stock Exchange of India Limited
a.	The shareholding pattern of our Company as on September 30, 2025, can be accessed at	
b.	Statement showing shareholding pattern of the Promoters and Promoter Group including details of lock in, pledge of and encumbrance thereon, as on September 30, 2025, can be accessed at	<a href="https://www.nseindia.com/get-quotes/equity?symbol=DURLAX">https://www.nseindia.com/get-quotes/equity?symbol=DURLAX</a>
c.	Statement showing holding of Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of Equity Shares as of September 30, 2025, can be accessed at	

**10. Details of shares locked-in, pledged, encumbrance by promoters and promoter group**

Except as stated below, as on date of this Draft Letter of Offer, none of the Equity Shares held by our Promoters or the members of our Promoter Group are locked-in, pledged or otherwise encumbered:

Name of the Shareholder	Category	Number of Equity Shares Locked-In
Shravan Laxmichand Suthar	Promoter and Promoter Group	27,30,000
Lalit Suthar	Promoter and Promoter Group	5,97,000
<b>Total</b>		<b>33,27,000</b>

**11. Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital**

The details of shareholders of our Company holding more than 1% of the issued and paid -up Equity Share capital of our Company, as on September 30, 2025, are available at

<b>Sr. No.</b>	<b>Particulars</b>	<b>National Stock Exchange of India Limited</b>
a.	Statement showing holding of Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of Equity Shares as of September 30, 2025, can be accessed at	<a href="https://www.nseindia.com/get-quotes/equity?symbol=DURLAX">https://www.nseindia.com/get-quotes/equity?symbol=DURLAX</a>

<b>Sr. No</b>	<b>Name of the Equity Shareholders</b>	<b>Category</b>	<b>Number of Equity Shares held</b>	<b>Percentage of Equity Shares held (%)</b>
1.	Lalit Suthar	Promoter	65,01,399	39.10%
2.	Laxmichand Ladhaji Suthar	Promoter	18,43,129	11.08%
3.	Pankaj Laxmichand Suthar	Promoter Group	8,94,280	5.38%
4.	Akilandeswari Selvamurthy	Public	8,26,893	4.97%
5.	Konverge Technologies Private Limited	Public	2,16,000	1.30%

12. Our Company has not made issuance of equity shares in the last one year for consideration other than cash.

13. Our Company shall ensure that any transaction in the specified securities by our Promoters and members of the Promoter Group during the period between the date of filing this Draft Letter of Offer with National Stock Exchange of India Limited and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.

## OBJECTS OF THE ISSUE

The Issue comprises up to [●] Rights Equity Shares of face value of ₹10.00/- each for a cash price at ₹[●] per Rights Equity Share (including a premium of ₹[●] per Rights Equity Share) aggregating up to ₹4,950.00 Lakhs\*. For further details, see “Summary of this Draft Letter of Offer” and “The Issue” on pages 17 and 42, respectively, of this Draft Letter of Offer.

\*Assuming full subscription in the Issue, Allotment and receipt of all Issue Price with respect to the Rights Equity Shares. Subject to finalization of Basis of Allotment.

We intend to utilize the gross proceeds raised through the Issue (the “**Gross Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the following objects:

- a) Capital Expenditure for New Machinery and Civil and Mechanical works;
- b) Working Capital;
- c) Launch of TRUDO® Aasa Premium Collection;
- d) General corporate purposes.

(collectively, referred to as the “**Objects**”)

The main objects clause and the objects ancillary to the main objects clause of our Memorandum of Association enables us to undertake our existing business activities and the activities proposed to be funded from the Net Proceeds.

## ISSUE PROCEEDS

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

Particulars	Estimated Amount ₹ Lakhs
Gross Proceeds #	₹4,950.00
Less: Issue Expenses	₹500.00
Net Proceeds	₹4,450.00

# Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment

## REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in accordance with the details set forth in the following table:

Particulars	Total estimated amount to be utilized out of Net Proceeds ₹ Lakhs	Percentage of Net Proceeds (%)
Capital Expenditure for New Machinery and Civil and Mechanical works	₹1,300.00	29.21%
Working Capital	₹1,300.00	26.21%
New Product Launch	₹950.00	21.35%
General Corporate Purposes*	₹900.00	20.22%
<b>Total net proceeds</b>	<b>₹4,450.00</b>	<b>100.00%</b>

\*The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.

## MEANS OF FINANCE

The funding requirements mentioned above are based on our Company's internal management estimates and the same have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business, and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The funding requirements for the Objects detailed above are proposed to be funded from the Net Proceeds. Since our Company is proposing to fund a specific project from the Net Proceeds, the requirement under Regulation 62(1)(c) of the SEBI ICDR Regulations to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance for such project proposed to be funded from the Net Proceeds, excluding the amount to be raised through the Issue or existing identifiable internal accruals is complied with.

#### **SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

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

<b>Particulars</b>	<b>Total estimated amount/expenditure</b>	<b>Amount to be funded from Net Proceeds (₹ in lakhs)</b>	<b>Estimated deployment of Net Proceeds in 2026 (₹ in lakhs)</b>
Capital Expenditure for New Machinery and Civil and Mechanical works	₹1,300.00	₹1,300.00	₹1,300.00
Working Capital	₹1,300.00	₹1,300.00	₹1,300.00
Launch of TRUDO® Aasa Premium Collection	₹950.00	₹950.00	₹950.00
General Corporate Purposes*	₹900.00	₹900.00	₹900.00
<b>Total net proceeds</b>	<b>₹4,450.00</b>	<b>₹4,450.00</b>	<b>₹4,450.00</b>

*Amounts will be finalized at the time of filing of the Letter of Offer and determination of Issue Price and other details.*

*\* The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds*

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in the scheduled fiscal year is not completely met, the same shall be utilized in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Capital Expenditure for [●]

A detailed break-down of the capital expenditure for New Machinery and Civil and Mechanical works, based on valid and existing quotations as on the date of this Draft Letter of Offer and for a year from their respective dates, received from vendors/contractors is set forth below:

Sr. No.	Particulars	Name of the Vendor	Amount ₹ in Lakhs	Date of Quotation	Validity of Quotation
1.	Civil and Mechanical Works at Survey No 557/2 & 558/1, Village: Moti Tambadi, Taluka: Pardi, District: Valsad, Vapi - 396193, India	Siddhant Raj Construction Private Limited	₹410.09	November 24, 2025	3 months
2.	New Machinery	I. K Engineering	₹762.77	November 27, 2025	3 months

Civil and Mechanical Works at [●] by Siddhant Raj Construction Private Limited										
Sr. No.	Description of goods and services	Quantity	Unit	Rate	Amount	CGST @ 9%		SGST @ 9%		Total Amount
						Rate	Amount	Rate	Amount	
1.	Excavation, earthwork and disposal	2,600	CUM	₹350.00	₹9,10,000.00	₹31.50	₹81,900.00	₹31.50	₹81,900.00	₹10,73,800.00
2.	Backfilling: Granulated SLG	2,600	CUM	₹145.00	₹3,77,000.00	₹13.05	₹33,930.00	₹13.05	₹33,930.00	₹4,44,860.00
3.	PCC for foundation	500	CUM	₹6,480.00	₹32,40,000.00	₹583.20	₹2,91,600.00	₹583.20	₹2,91,600.00	₹38,23,200.00
4.	RK footing & plinth columns	1,200	CUM	₹9,540.00	₹1,14,48,000.00	₹858.60	₹10,30,320.00	₹858.60	₹10,30,320.00	₹1,35,08,640.00

Civil and Mechanical Works at [●] by Siddhant Raj Construction Private Limited										
Sr. No.	Description of goods and services	Quantity	Unit	Rate	Amount	CGST @ 9%		SGST @ 9%		Total Amount
						Rate	Amount	Rate	Amount	
5.	Steel reinforcement	75	MT	₹8,700.00	₹6,52,500.00	₹783.00	₹58,725.00	₹783.00	₹58,725.00	₹7,69,950.00
6.	Shuttering / formwork	1,050	SQM	₹890.00	₹9,34,500.00	₹80.10	₹84,105.00	₹80.10	₹84,105.00	₹11,02,710.00
7.	Masonry & plinth wall work	210	CUM	₹3,500.00	₹7,35,000.00	₹315.00	₹66,150.00	₹315.00	₹66,150.00	₹8,67,300.00
8.	Plinth filing & compaction	825	CUM	₹1,400.00	₹11,55,000.00	₹126.00	₹1,03,950.00	₹126.00	₹1,03,950.00	136290₹L00
9.	Rubber soling at plinth	825	SQM	₹5,000.00	412S000.00	₹450.00	₹3,71,250.00	₹450.00	₹3,71,250.00	₹48,67,500.00
10.	Sand bedding	825	SQM	₹420.00	₹46,500.00	₹37.80	₹31,185.00	₹37.80	3118S.00	₹4,08,870.00
11.	PEB Structural Steel Fabrication	825	SQM	₹2,600.00	₹21,45,000.00	₹234.00	1930S0.00	₹234.00	₹1,93,050.00	₹25,31,100.00
12.	Roofing Sheets (0.47 mm)	825	SQM	₹350.00	₹2,88,750.00	₹31.50	₹25,987.50	₹31.50	₹25,987.50	₹3,40,725.00
13.	Bolts, Bracken, Accessories	1	LS	₹5,50,000.00	₹5,50,000.00	₹49,500.00	₹49,500.00	₹49,500.00	₹49,500.00	₹6,49,000.00
14.	PEB Erection Charges	825	SQM	₹950.00	₹7,83,750.00	₹85.50	₹70,537.50	₹85.50	₹70,537.50	₹9,24,825.00

Civil and Mechanical Works at [●] by Siddhant Raj Construction Private Limited										
Sr. No.	Description of goods and services	Quantity	Unit	Rate	Amount	CGST @ 9%		SGST @ 9%		Total Amount
						Rate	Amount	Rate	Amount	
15.	Painting & Primer	1	LS	₹1,20,000.00	₹1,20,000.00	₹10,800.00	₹10,800.00	₹10,800.00	₹10,800.00	₹1,41,600.00
16.	Crane and Lifting Charges	1	LS	₹6,50,000.00	₹6,50,000.00	₹58,500.00	₹58,500.00	₹58,500.00	₹58,500.00	₹7,67,000.00
17.	Electrical wiring, lights, MCB	1	LS	₹14,00,000.00	₹14,00,000.00	₹1,26,000.00	₹1,26,000.00	₹1,26,000.00	₹1,26,000.00	₹16,52,000.00
18.	Labour, machinery & safety costs	1	L.S	₹25,00,000.00	₹25,00,000.00	₹2,25,000.00	₹2,25,000.00	₹2,25,000.00	₹2,25,000.00	₹29,50,000.00
19.	Transportation & logistics	1	LS	₹10,00,000.00	₹10,00,000.00	₹90,000.00	₹90,000.00	₹90,000.00	₹90,000.00	₹11,80,000.00
20.	Apply: Grouting; Cementious, Non-Shrink	35	CUM	₹5,500.00	₹1,92,500.00	₹495.00	₹17,325.00	₹495.00	₹17,325.00	₹2,27,150.00
21.	Misc Utilities	1	LS	₹12,00,000.00	₹12,00,000.00	₹1,08,000.00	₹1,08,000.00	₹1,08,000.00	₹1,08,000.00	₹14,16,000.00
Total				₹3,47,53,500.00		₹30,19,815.00		₹30,19,815		₹4,10,09,310.00

I.K. Engineering							
Sr. No.	Particulars				HSN	Qty.	Amount
1.	Compact sanding Line Consisting Of 1 Wide Belt Bottom Sanding Machine, Type Elite 900 BKK, Machine No. 16.12.7338				84659300	1	₹2,33,06,325.00
2.	1 Wide Belt Top Sanding Machine Type Elite 900 TKKK, Machine No. 16.12.7340				84659300	1	₹2,15,37,300.00
3.	1 Wide Belt Top Sanding Machine, Type Elite 900 TKKK, Machine no. 16.12.7340				84659300	1	₹2,07,85,400.00
4.	Polishing Machine With Tools & Standard Accessories For Solid Surface Stone				84659300	1	₹1,06,48,316.00

## 2. Working Capital

Our Net Working Capital requirement of our Company was ₹7,531.21 Lakhs, ₹8,117.66 Lakhs, ₹6,137.30 Lakhs, and ₹3,395.62 Lakhs respectively, for the half-year ended September 30, 2025, Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023. The Company will meet the requirement to the extent of ₹1,300 Lakhs from the Net Proceeds of the Issue, for the reason [Reasons for raising additional working capital, substantiating the same with relevant facts and figures]. The source of funds to fill the working capital requirement will be Internal accruals, short term borrowings and Rights Issue proceeds earmark for working Capital as tabulated below.

*Basis of estimation of working capital requirement and estimated working capital requirement:*

Particulars	As per the Audited Financial Statement for the Financial Year ending March 31			As per the Unaudited Financial Statements for the half-year ended September 30, 2025 (₹ in Lakhs)	Projected for 2026 (₹ in Lakhs)
	2023 (₹ in Lakhs)	2024 (₹ in Lakhs)	2025 (₹ in Lakhs)		
<b>Current Assets</b>					
Inventories	₹3,848.21	₹4,930.31	₹4,993.90	₹5,399.92	₹5,692.00
Trade receivables	₹1,587.26	₹3,008.77	₹3,503.40	₹6,032.14	₹5,446.79
Cash and cash equivalents	₹98.10	₹122.60	₹115.38	₹223.25	₹147.63
Short Term Loans and advances	₹13.17	₹13.96	₹14.27	₹15.16	₹203.50
Other Assets	₹106.58	₹306.84	₹554.00	₹903.13	₹980.60
<b>Total Current Assets</b>	<b>₹5,653.32</b>	<b>₹8,382.48</b>	<b>₹9,180.95</b>	<b>₹12,573.60</b>	<b>₹12,470.52</b>
<b>Current Liabilities</b>					
Trade payables	₹2,082.10	₹2,141.07	₹821.39	₹2,843.44	₹700.00
Other current liabilities	₹175.60	₹92.79	₹110.53	₹2,023.24	₹420.50
Short Term Borrowings	--	--	--	--	₹4,830.00
Short-term provisions	--	₹11.32	₹131.37	₹175.71	₹145.48
<b>Total Current Liabilities</b>	<b>₹2,257.70</b>	<b>₹2,245.18</b>	<b>₹1,063.29</b>	<b>₹5,042.39</b>	<b>₹6,095.98</b>
<b>Net Working Capital</b>	<b>₹3,395.62</b>	<b>₹6,137.30</b>	<b>₹8,117.66</b>	<b>₹7,531.21</b>	<b>₹6,374.54</b>
<b>Sources of Funds</b>					
Short-Term Borrowing	₹1,958.02	₹3,999.83	₹3,916.56	₹4,604.04	₹4,830.00
Internal Accruals/ Existing Net worth	₹1,755.32	₹2,162.76	₹5,768.42	₹6,086.52	₹244.54
Current Investments	--	--	₹47.52	₹47.52	-
Proceeds from Rights Issue	--	--	--	--	₹1,300.00
<b>Total</b>	<b>₹3,713.34</b>	<b>₹6,162.59</b>	<b>₹9,732.50</b>	<b>₹10,738.08</b>	<b>₹6,374.54</b>

For further details, please refer to the chapter titled "*Financial Information*" beginning on page 70 of this Draft Letter of Offer.

### ***Expected working capital requirements***

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

Based on our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated Wednesday, December 17, 2025, has approved the projected working capital requirements for Financial Year ended 2026, together with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

#### **Assumptions for our estimated working capital requirement**

Particulars	Holding level (in Days)			
	As per the Audited Financial Statement for the Financial Year ending March 31			As per the Unaudited Financial Statements for the half-year ended September 30, 2025
	2023	2024	2025	
Inventories	202.20	174.90	134.40	108.30
Trade Receivables	91.20	95.70	95.40	90.60
Trade Payables	92.70	54.00	19.50	12.90

**The table below sets forth the key assumptions for our Working Capital projections:**

Particulars	Assumptions (No. of days)
<b>Inventories</b>	<p>The Company offers its products with customized thickness, ranging from as low as 6mm to as high as 24mm, catering to a wide variety of customer requirements. The manufacturing process follows a batch processing model, wherein production volumes often exceed immediate order quantities. For instance, even if the Company has an order for 10 solid surface sheets, it is operationally efficient to produce a higher quantity in the batch.</p> <p>Furthermore, due to the significant lead time involved in the procurement cycle—particularly for imported raw materials—the Company is required to maintain elevated stock levels. This strategic inventory build-up ensures continuity in production and helps mitigate risks arising from supply chain disruptions. To mitigate risks associated with supply chain delays and to optimize procurement costs, the company strategically engages in bulk purchasing and takes advantage of price fluctuations in the raw materials market. While this results in higher inventory holding, it ensures cost efficiency and uninterrupted production.</p> <p>Working capital intensive nature of operations requiring high level of inventory holding owing to large number of designs and colour combinations available in the market &amp; the company needs to keep large, finished goods stock readily available at any point in time. The Company proposes to introduce credit terms for customers, which was previously not feasible due to working capital constraints from banks and financial institutions.</p>
<b>Trade receivables</b>	<p>Trade receivables are primarily high due to the Company's decision to offer more flexible credit terms to the customers. This move has been influenced by the competitive nature of the industry and the Company's strategic focus on building and nurturing relationships with both existing dealers and newly acquired customers.</p> <p>In the pursuit of expanding its market share, the Company has taken a proactive customer engagement approach, which includes extending credit facilities to potential clients for its new line of product.</p> <p>Also, please note that the overall debtor days has improved as compared to 2024. Going forward, the Company will continue to monitor and manage receivables prudently, ensuring that credit exposure remains within acceptable.</p>
<b>Trade payables</b>	<p>In the Financial Year 2023, trade payable was significantly higher at ₹2,141.07 Lakhs, due to the disruptions caused by the COVID-19 pandemic and its widespread impact across the supply chain. With the normalization of operations post-pandemic, the trade payable as on Financial Year 2025 amounts to ₹821.39 Lakhs.</p> <p>The company is focused on further reducing its trade payable as shown in the above table. This is in line with its strategic intent to secure more favourable pricing and to negotiate improved payment terms with key suppliers.</p>

Our working capital requirements as a % of our revenue from operations was 50.88% in Fiscal 2023, 67.62% in Fiscal 2024, 65.03% in Fiscal 2025, and 110.45% for the half-year ended September 30, 2025, which is projected to become 37.72% of our revenue from operations for the Financial Year 2026.

#### Detailed rationale for increase in working capital requirement

##### **Justification for Increased Working Capital requirement in Fiscal 2025 as compared to Fiscal 2024**

The increase in working capital requirement in Fiscal 2025 as compared to Fiscal 2024 is primarily attributable to the scale-up in business operations, changes in operating cycle dynamics, and strategic initiatives undertaken by the Company to support revenue growth and market expansion.

During Fiscal 2025, the Company recorded a significant increase in current assets, particularly in trade receivables and inventories, driven by higher sales volumes, expansion of the dealer and distributor network, and the introduction of enhanced customer credit terms to remain competitive in the industry. Trade receivables increased due to higher dispatches toward the latter part of the year and the Company's strategic decision to extend credit to

select customers to strengthen long-term relationships and improve market penetration. Despite this increase in absolute receivable levels, the Company has maintained prudent credit control mechanisms and continues to monitor collection cycles closely.

### **The reasons for increase in working capital requirement in Fiscal 2024 as compared with Fiscal 2023**

The increase in working capital requirement in Fiscal 2024 was mainly due to a rise in trade receivables and inventories following revenue growth and normalization of operations post-COVID. Credit terms were extended to customers to regain market momentum and expand the dealer base. Inventory levels increased to support higher production volumes, diversified product offerings, and supply chain continuity.

At the same time, trade payables normalized as vendor payments stabilized post-pandemic, reducing reliance on extended supplier credit. Consequently, net working capital increased in line with operational growth.

### **3. Launch of TRUDO® Aasa Premium Collection**

Our Company is introducing the TRUDO® Aasa Premium Collection, a range of polymer laminates engineered for contemporary residential and commercial interiors. The product features a satin-smooth finish, 0% PVC formulation, high scratch resistance, anti-fingerprint properties, and enhanced UV and weather stability. Built using Durlax Full Body Core, Zero Matt Finish technology, and TTCA panel structure, Aasa delivers aesthetics, durability, and application flexibility. It is offered in 1mm thickness, 1220 × 2440 mm sheets, and a curated palette of modern designer shades.

The Aasa collection is a strategic addition to our Company's existing range of surface solutions, allowing our Company to strengthen its presence in both the mid-premium and premium market segments. This product aligns with current market demand for high-quality, low-maintenance surface materials and complements our Company's existing acrylic, polymer, and solid surface offerings. Our Company's sales force is well-positioned to sell the new range with minimal incremental cost - requiring only focused product training and updated sample kits - enabling market entry and efficient utilization of current distribution relationships.

TRUDO® Aasa's launch objective is to establish a premium surface material across India, leveraging our Company's existing dealer network, salesforce capability, and brand equity to accelerate adoption and scale. The budget allocation as proposed by the Company is encapsulated in the table specified below:

Serial No	Category	Amount (₹ in Lakhs)	Percentage of allocated amount for this Object	Percentage of Net Proceeds	Percentage of Gross Proceeds
1.	Funding Product Inventory, Sampling and Display Requirements	250.0	26.32%	5.62%	5.05%
2.	Trade Marketing and Dealer Activation Initiatives	220.00	23.16%	4.94%	4.44%
3.	Architect and Designer Outreach and Engagement	150.00	15.79%	3.37%	3.03%
4.	Brand Awareness and Digital Marketing	130.00	13.68%	2.92%	2.63%
5.	Sales Team Training and Enablement	80.00	8.42%	1.8%	1.62%
6.	Events and Exhibitions	70.00	7.37%	1.57%	1.41%
7.	Contingency and Miscellaneous	50.00	5.26%	1.12%	1.01%
<b>Total</b>		<b>₹950.00</b>	<b>100.00%</b>	<b>21.34%</b>	<b>19.19%</b>

#### **3.1. Funding Product Inventory, Sampling and Display Requirements**

Our Company proposes to utilize a portion of these allocated proceeds for (i) initial manufacturing batches to support scale-up, (ii) development and deployment of architect and dealer sample kits, (iii) procurement of in-store display inventory, and (iv) creation of buffer stock to ensure uninterrupted product availability. These expenditures are intended to support the Company's go-to-market roll-out and enhance channel readiness across key markets.

#### **3.2. Trade Marketing and Dealer Activation Initiatives**

A portion of these allocated proceeds will be deployed towards trade marketing initiatives, including but not limited to dealer onboarding programs, in-store branding, installation of display systems, dealer engagement events, and trade incentive schemes. These initiatives are expected to strengthen channel productivity, improve visibility at the point of sale, and support expansion of our Company's distribution footprint.

### **3.3. Architect and Designer Outreach and Engagement**

Our Company intends to allocate funds toward architect and designer engagement programs such as professional events, Continuing Professional Development (CPD) modules, premium sampling tools, software integrations, and enhancements to our Company's experience centers. This object is intended to increase brand consideration at the specification stage and deepen relationships within the design ecosystem.

### **3.4. Brand Awareness and Digital Marketing**

Our Company proposes to invest in brand-building and marketing activities including production of product films, digital campaigns, public relations initiatives, influencer-led collaborations, and performance-marketing interventions across digital platforms. These expenditures are aimed at enhancing brand visibility, supporting consumer awareness, and strengthening demand generation.

### **3.5. Sales Team Training and Enablement**

Part of these allocated proceeds will be utilized for sales capability development, including training of existing sales personnel, incentive structures, travel budgets, CRM-related enhancements, and selective incremental hiring, where required. Such expenditure is expected to reinforce the effectiveness of our Company's sales network.

### **3.6. Participation in Events and Exhibitions**

Our Company proposes to allocate funds toward participation in industry exhibitions and events such as ACETECH, India Design Week, and other regional platforms. These forums are intended to facilitate product showcasing, market engagement, and collection of consumer and industry feedback.

### **3.7. Contingency and Market-Responsive Expenditure**

A portion of these allocated Proceeds shall be earmarked to meet contingency requirements or unforeseen expenditures and to enable our Company to respond to evolving market conditions in a timely manner.

## **4. General Corporate Purposes**

Our Company proposes to deploy the balance of the net proceeds aggregating ₹900.00 towards general corporate purposes and such utilization shall not exceed 25% of the gross proceeds, in compliance with SEBI ICDR Regulations. The general corporate purposes for which we propose to utilize the net proceeds include meeting day to day expenses, including salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, meeting expenses for growing the business of the Company and meeting any other exigencies or other opportunities as considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including the provisions of the Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board based on the permissible amount actually available under the head 'General Corporate Purposes' and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilizing surplus amounts, if any. In the event we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

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

## EXPENSES OF THE PRESENT ISSUE

The estimated Issue related expenses are as follows:

Particulars	Expenses (₹ lakhs)	% in Total Issue of expense	% of Total Issue Size
Fees of the intermediaries (including Advisors to the Issue, Registrar, legal advisors, other professional service providers)	[•]	[•]%	[•]%
Advertising, marketing expenses, shareholder outreach etc.	[•]	[•]%	[•]%
Printing and distribution of issue stationery	[•]	[•]%	[•]%
Fees payable to regulators, including depositories, National Stock Exchange of India Limited	[•]	[•]%	[•]%
Other expenses (including miscellaneous expenses)	[•]	[•]%	[•]%
<b>Total Estimated Issue Expenses*</b>	<b>₹500.00</b>	<b>100.00%</b>	<b>10.10%</b>

*\*Amount will be finalized at the time of filing of the Letter of Offer and determination of Issue Price and other details. All Issue related expenses will be paid out of the Issue Proceeds received at the time of receipt of the Application Money.*

*\*\*Assuming full subscription in the Issue, Allotment and receipt of all Call Monies with respect to the Rights Equity Shares.*

## INTERIM USE OF FUNDS

Our Company will have the flexibility to deploy the Net Proceeds towards the Objects outlined above subject to all applicable laws and regulations. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or Committee. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

## INTEREST OF PROMOTERS AND DIRECTORS IN THE OBJECTS OF THE ISSUE

None of our Promoters or directors are interested in the objects of the Issue except to the extent of their respective Rights Entitlements.

## APPRAISAL AND BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loan from any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds. Further none of the objects of the Issue for which the Net Proceeds will be utilized have been appraised by any agency.

## MONITORING OF UTILIZATION OF FUNDS

Our Company has appointed Care Rating Ltd as the monitoring agency to monitor utilization of proceeds from the Issue, including the proceeds proposed to be utilised towards general corporate purposes. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose the utilization of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve

the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Letter of Offer and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the National Stock Exchange of India Limited on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects. This information will also be published on our website.

#### **OTHER CONFIRMATIONS**

There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. None of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue.

#### **STRATEGIC OR FINANCIAL PARTNERS**

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

#### **KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE**

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

#### **MINIMUM SUBSCRIPTION**

As there is no confirmation that all the promoters and the promoter group members would either subscribe to their entire Rights Entitlement or renounce their rights within the promoter / promoter group, the minimum subscription condition as stipulated under Regulation 86 (1) of the SEBI (ICDR) Regulations is applicable to the Issue.

Further, the under-subscribed portion of the issue may be allotted to any specific investor(s) recognised by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the issue opening date.

## STATEMENT OF SPECIAL TAX BENEFITS

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### Statement of possible special tax benefits available to the Company and its Shareholders

To,

The Board of Directors

**Durlax Top Surface Limited**

Unit No 1601 16<sup>th</sup> Floor Synergy Business Park Premises Coop Society Limited,  
BHD Virwani Industrial Estate Sahakarwadi,  
Off Vishweshwar Nagar Road,  
Goregaon East, Mumbai - Maharashtra, India

Dear Board,

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**Subject: Statement of Possible Special Tax Benefits available to Durlax Top Surface Limited (“the Company”) and shareholders of the Company under the Direct and Indirect Tax Laws.**

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We have been requested by the Company to issue a report on the special tax benefits available to the Company and its shareholders attached for inclusion in the Draft Letter of Offer, and the Letter of Offer in connection with the proposed rights issue of equity shares of the Company (the “Issue”). The Statement has been prepared by the management of the Company and stamped by us for identification purpose only.

The statement showing the current position of special tax benefits available to the Company and the shareholders of the Company as per the provisions of Income Tax Act, 1961 (“the IT Act”) and the Central Goods And Services Tax Act, 2017/ Integrated Goods And Services Tax Act, 2017 relevant State Goods and Services Tax Act (“SGST”) read with rules, circulars, and notifications (“GST law”), the Customs Act, 1962, Customs Tariff Act, 1975 (“Customs law”) and Foreign Trade Policy 20152020 (“FTP”) (herein collectively referred as “Indirect Tax Laws”) as amended by Finance Act, 2024, i.e. applicable for the assessment year AY 2025-26 relevant to the financial year 2024-25 for inclusion in the Draft Letter of Offer (“DLoF”), and Letter of Offer (“LoF”) for the issue of rights shares is annexed herewith.

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

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

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

*Limitation: Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.*

Yours faithfully,  
For and on behalf of M/s. N K Mittal & Associates  
Chartered Accountants  
Firm Registration Number: 113281W

Name: CA (Dr.) N K Mittal  
(Partner)  
ICAI Membership Number: 046785  
Date: 11.12.2025

Place: Mumbai  
UDIN: 25046785BMIIIZB1578

## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO DURLAX TOP SURFACE LIMITED (“THE COMPANY AND ITS SHAREHOLDERS”)**

The information provided below sets out the possible special direct tax and indirect tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company and the shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws.

The following overview 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 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.

The tax benefits stated below are as per the Income Tax Act, 1961 (“**IT Act**”) as amended from time to time and applicable for financial year 2024-25 relevant to assessment year 2025- 26 and Indirect Tax Laws as amended from time to time and applicable for financial year 2024-25.

### **I. Under the IT Act**

#### **1. Special tax benefits available to the Company under the Act**

##### **a) Lower Corporate Tax Rate under section 115BAA**

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act 2019”) granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the Financial Year 2019-20, provided such companies do not avail specified exemptions/incentives ( i.e. deduction under section 10AA, 32(1)(iia), 33ABA, 35 (2AB), 80-IA etc.)

The Amendment Act, 2019 also provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (“MAT”) under section 115JB. The CBDT has further issued Circular 29/2019 dated Oct 02, 2019, clarifying that since the MAT provisions under section 115JB itself would not apply where a domestic company exercises option of lower tax rate under section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under section 115JAA dealing with MAT credit.

##### **b) Deductions from Gross Total Income**

###### **Section 80 JJAA- Deduction in respect of Employment of new employees**

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

###### **Section 80M-Deduction in respect of inter-corporate dividends**

A new Section 80M has been inserted by the Finance Act, 2020 w.e.f. April 01, 2020 providing for deduction from gross total income of a domestic company, of an amount equal to dividends received by such company from another domestic company or a foreign company or a business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 139(1) of the Act.

Where the Company received any such dividend during a Financial Year and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said financial year, it shall be entitled to the deduction under Section 80M of the Act.

## 2. Special tax benefits available to Shareholders

There are no special tax benefits available to the shareholders (other than resident corporate shareholder) of the company.

With respect to a resident corporate shareholder, a new section 80M is inserted in the Finance Act, 2020, to remove the cascading effect of taxes on inter-corporate dividends during financial year 2020-21 and thereafter. The Section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139.

NOTES: -

- a) 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 potential tax consequences of the purchase, ownership and disposal of shares.
- b) The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- c) The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the company or its shareholders fulfilling the conditions prescribed under the relevant provision of the Tax Laws.
- d) In respect of non-residents, the tax rate and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
- e) If the company opts for concessional corporate income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions: -
  - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
  - Deduction under clause (iia) of subsection (1) of section 32 (Additional Depreciation)
  - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
  - Deduction under sub-clause (ii) or sub-clause (iia) or sub clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
  - Deduction under section 35AD or section 35CCC (deduction for specified business, agricultural extension project)
  - Deduction under section 35CCD (Expenditure on skill development)
  - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or section 80M
  - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above
  - No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

f) This statement is intended only to provide general information to the investors and is neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

## **II. Under the Indirect Tax Laws**

### **1. Special indirect tax benefits available to the Company**

The Company is not entitled to any special tax benefits under indirect tax laws.

### **2. Special indirect tax benefits available to Shareholders**

The Shareholders of the company are not entitled to any special tax benefit under indirect tax laws.

#### **NOTES:**

This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

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

Yours faithfully,  
For and on behalf of M/s. N K Mittal & Associates  
Chartered Accountants  
Firm Registration Number: 113281W

Name: CA (Dr.) N K Mittal  
(Partner)  
ICAI Membership Number: 046785  
Date: 11.12.2025

Place: Mumbai  
UDIN: 25046785BMIIIZB1578

## SECTION IV – ABOUT OUR COMPANY

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### OUR MANAGEMENT

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The composition of the Board is governed by and in conformity with the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association. In accordance with the Articles of Association, unless otherwise determined by our Company in general meeting, our Company shall not have less than three Directors and not more than fifteen Directors.

Pursuant to the provisions of the Companies Act, 2013, at least two-thirds of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each AGM. A retiring Director is eligible for re-appointment. Further, pursuant to the Companies Act, 2013, the Independent Directors may be appointed for a maximum of two consecutive terms of up to five consecutive years each and thereafter have a cooling off period of three years prior to being eligible for re-appointment. Any re-appointment of Independent Directors shall be on the basis of, *inter alia*, the performance evaluation report and approval by the shareholders of our Company, by way of a special resolution.

As on the date of this Draft Letter of Offer, our Board comprises of 6 (six) Directors, including 1 (one) Managing Director, 2 (two) Non-Executive Independent Directors, including 1 (One) woman director and 3 (three) Non-Executive Non-Independent Directors, including 2 (two) women directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

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

#### **Shravan Suthar**

**Date of birth:** December 15, 1980

**Age:** 45 years

**DIN:** 02985316

**Designation:** Chairman and Managing Director

**Address:** 1602, Signia High, Off Western Express Highway Near Metro, Cash and Carry, Magathane, Mumbai-400066, Maharashtra, India.

**Occupation:** Business

**Nationality:** Indian

**Original Date of Appointment:** May 03, 2010, as Executive Director of the company.

**Date of appointment at current Designation:** January 07, 2023, as Managing Director

**Current Term:** 5 years w.e.f. January 07, 2023, and he shall not be liable to retire by rotation

#### **Lalit Suthar**

**Date of birth:** July 16, 1984

**Age:** 41 years

**DIN:** 02985324

**Designation:** Whole Time Director

**Address:** 1502, Signia High, Off Western Express Highway Near Metro, Cash and Carry, Magathane, Mumbai-400066, Maharashtra, India.

**Nationality:** Indian

**Original Date of Appointment:** May 03, 2010, as Executive Director of the company.

**Date of appointment at current Designation:** January 07, 2023, as Whole Time Director

**Current Term:** Liable to retire by rotation

#### **Narayan Samantra**

**Date of birth:** December 16, 1990

**Age:** 35 years

**DIN:** 09798498

**Designation:** Non-Executive Independent Director

**Address:** Room No. 09, Building No. 52, Sajjangad CHS, Lallubhai Compound, Mankhurd (West), Mumbai – 400043.

**Occupation:** Professional

**Nationality:** Indian

**Date of appointment at current Designation:** December 21, 2022

**Current Term:** 5 years w.e.f. December 21, 2022, and he shall not be liable to retire by rotation

#### **Bhavesh Jain**

**Date of birth:** July 29, 1985

**Age:** 35 years

**DIN:** 10745884

**Designation:** Non- Executive Independent Director

**Address:** C-1803, Ashar – 16, Road No. 16, Near Ashar IT Park, Wagale Estate, Thane – 400604, Maharashtra, India

**Occupation:** Professional

**Nationality:** Indian

**Date of appointment at current Designation:** August 22, 2024

**Current Term:** 5 years w.e.f. August 22, 2024, until August 21, 2029, and he shall not be liable to retire by rotation

#### **Ms. Palak Jain**

**Date of birth:** June 02, 1992

**Age:** 33 years

**DIN:** 09182098

**Designation:** Non-Executive Independent Director

**Address:** C-403, Ashar – 16, Road No. 16, Near Ashar IT Park, Wagale Estate, Thane – 400604, Maharashtra, India

**Occupation:** Professional

**Nationality:** Indian

**Date of appointment at current Designation:** August 22, 2024

**Current Term:** 5 years w.e.f. August 22, 2024, until August 21, 2029, and he shall not be liable to retire by rotation

## CONFIRMATIONS

- Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2 (1)(p) of the SEBI ICDR Regulations and have not been declared as a ‘fugitive economic offender’ under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchange in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
- None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past ten years.
- None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
- None of our Directors have been identified as a wilful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

## KEY MANAGERIAL PERSONNEL

S No.	Particulars	Designation
<b>Key Managerial Personnel</b>		
a.	Mr. Shravan Suthar	Managing Director
b.	Mr. Lalit Suthar	Whole Time Director
c.	Ms. Kalpana Nigam	Chief Financial Officer
d.	Ms. Komal Birla	Company Secretary and Compliance Officer

### Confirmations

None of our Directors, Key Managerial Personnel or Members of the Senior Management have any conflict of interest with the suppliers of raw materials, third party manufacturers or third-party logistics providers, crucial for operations of our Company.

None of our Directors, Key Managerial Personnel or Members of the Senior Management have any conflict of interest with any lessor of the immovable properties leased to our Company, crucial for operations of our Company.

## FINANCIAL INFORMATION

Set forth below is an extract from Unaudited Financial Results, the Fiscal 2025 Audited Financial Statements and Fiscal 2024 Audited Financial Statements and prepared in accordance with applicable accounting standards, as disclosed to National Stock Exchange Of India Limited:

(Amount in ₹ lakhs, except share data)

Particulars	For six months period ended / as at September 30, 2025 (Unaudited)	For six months period ended / as at September 30, 2024 (Unaudited)	For the year ended / as at March 31, 2025	For the year ended / as at March 31, 2024
Total Income from Operations	6,818.78	5,943.05	12,482.01	9,076.42
Net Profit/(Loss) Before Tax and Extraordinary Items	420.53	456.72	996.72	412.28
Profit / (Loss) After Tax and Extraordinary Items	318.10	339.82	749.66	399.34
Equity Share Capital	1,662.77	1,662.77	1,662.77	1,242.77
Reserves & Surplus	4,423.75	3,695.81	4,105.65	919.99
Net worth	6,086.52	5,358.58	5,768.42	2,162.76
No of Shares (Equity)	16,627,701	16,627,701	16,627,701	12,427,701
Basic Earnings per Share (in Rs.)	1.91	2.32	4.79	3.21
Diluted Earnings per Share (in Rs)	1.91	2.32	4.79	3.21
Return on Net worth	5.23%	6.34%	13.00%	18.46%
Net Asset Value per share (in Rs)	₹36.60	₹32.23	₹34.69	₹17.40

*Notes:*

*Basic EPS: Net Profit for the year attributable to owners of our Company/ weighted average number of Equity Shares outstanding during the year.*

*Diluted EPS: Net Profit for the year attributable to owners of our Company/weighted average number of Equity Shares outstanding during the year as adjusted for effective of dilutive equity shares.*

*Return on net worth: Net Profit for the year /Average Net Worth.*

*Net Asset value per share: Net Worth/ number of Equity Shares issued, subscribed and fully paid outstanding as at the end of the year.*

**Fiscal 2025 Audited Financial Statements of our Company is uploaded on the website of our Company at**  
[https://nsearchives.nseindia.com/annual\\_reports/SME\\_AR\\_28155\\_DURLAX\\_2024\\_2025\\_A\\_2280253\\_02092025164909.pdf](https://nsearchives.nseindia.com/annual_reports/SME_AR_28155_DURLAX_2024_2025_A_2280253_02092025164909.pdf)

**Unaudited Financial Results of our Company is uploaded on the website of our Company at**  
[https://nsearchives.nseindia.com/corporate/DURLAX\\_11112025201447\\_DurlaxOutcomeBMSigned.pdf](https://nsearchives.nseindia.com/corporate/DURLAX_11112025201447_DurlaxOutcomeBMSigned.pdf)

### DETAILED RATIONALE FOR THE ISSUE PRICE

The Issue Price will be determined by our Company on the basis of various qualitative and quantitative factors as described below:

#### Qualitative factors

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

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

#### Quantitative factors

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

1. Basic and diluted earnings per Equity Share (“EPS”) (face value of each Equity Share is ₹10.00/-):

Fiscal/ period ending	Basic EPS <sup>(1)</sup> (₹)	Diluted EPS <sup>(2)</sup> (₹)
For six months period ended September 30, 2025 (Unaudited) <sup>(3)</sup>	1.91	1.91
For six months period ended September 30, 2024 (Unaudited) <sup>(3)</sup>	2.32	2.32
March 31, 2025	4.79	4.79
March 31, 2024	3.21	3.21

Notes:

<sup>(1)</sup>Basic EPS: Net Profit for the year attributable to owners of our Company/ weighted average number of Equity Shares outstanding during the year/period

<sup>(2)</sup>Diluted EPS: Net Profit for the year attributable to owners of our Company/weighted average number of Equity Shares outstanding during the year/period as adjusted for effective of dilutive equity shares

<sup>(3)</sup>Not annualised

2. Net Asset Value per share

Fiscal/ period ending	Book value per share (₹)
For six months period ended September 30, 2025 (Unaudited)	₹36.60
For six months period ended September 30, 2024 (Unaudited)	₹32.23
March 31, 2025	₹34.69
March 31, 2024	₹17.40

Note: Net Asset value per share: Net Worth including non-controlling interest/ number of Equity Shares issued, subscribed and fully paid outstanding as at the end of the year/period

3. Return on Net-Worth

Fiscal/ period ending	Return on Net-Worth (%) <sup>(1)</sup>
For six months period ended September 30, 2025 (Unaudited) <sup>(2)</sup>	5.23%
For six months period ended September 30, 2024 (Unaudited) <sup>(2)</sup>	6.34%
March 31, 2025	13.00%
March 31, 2024	18.46%

Notes:

<sup>(1)</sup>Return on net worth: Percentage of Net Profit for the year/period /Average Net Worth

<sup>(2)</sup>Not annualised

The ex-rights price of the Equity Shares as per regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●] per Equity Share.

The Issue Price is [●] times the face value of the Equity Share.

## FINANCIAL INDEBTEDNESS

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We avail loans and borrowing facilities in the ordinary course of our business for purposes such as meeting our working capital requirements, expansion of facilities and general corporate purposes. We have obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer.

Set forth below, is a brief summary of our Company's borrowings as on September 30, 2025, together with a brief description of certain significant terms of such financing arrangements.

<b>Nature of Long-Tem Borrowings</b>	<b>Outstanding amount as of September 30, 2025 (in ₹ lakhs)</b>
Secured borrowings (from Banks)	--
Unsecured borrowings (Loan from other than financial institutions)	644.69
<b>Total</b>	<b>644.69</b>

### ***Secured Loans***

*The Company has availed machinery term loan facility of ₹54.68 lakhs at the ROI of 9.50% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of ₹16.40 lakhs @ 8.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI repayment of ₹1.15 lakhs.*

*The Company has availed machinery term loan facility of ₹206.00 lakhs at the ROI of 11.00% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of ₹20.60 lakhs @ 7.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI repayment of ₹4.48 lakhs.*

*The Company has availed term loan facility of ₹300.00 lakhs at the ROI of 11.75% for 3 years from Tata Capital against the lien of Fixed Deposit of ₹150.00 lakhs and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI repayment of 36 months.*

### ***Unsecured Loans***

*Received from Directors & Director's Relatives to the Company. The terms and conditions of repayment of principal and payment of interest are not specified. Hence, the same is considered as long-term and interest-free.*

*Business unsecured loan from Ambit Private Limited of ₹50.00 lakhs at the ROI 16.00% for 3 years, repayable in EMI of ₹1.75 lakhs.*

*Business unsecured loan from HDFC Bank Limited of ₹35.15 lakhs at the ROI 15.00% for 3 years, repayable in EMI of ₹1.21 lakhs.*

*Business unsecured loan from Hero Fincorp Limited of ₹30.15 lakhs at the ROI 17.00% for 3 years, repayable in EMI of ₹1.08 lakhs.*

*Other loans representing interest rate at 9.00%.*

***The company has not defaulted on repayment of secured/unsecured loans and interest during the year.***

<b>Nature of Short-Tem Borrowings</b>	<b>Outstanding amount as on September 30, 2025 (in ₹ lakhs)</b>
Secured borrowings (from Banks - Bank Overdraft)	3,044.56
Letter of Credit	705.32
Other Loan repayable within year (Secured and Unsecured)	851.16
<b>Total</b>	<b>4,604.04</b>

#### ***Secured Loan***

*The Company has availed medium term working capital facility of ₹1100.00 lakhs at the ROI of 9.85% from Punjab National Bank against the hypothecation of stock & book debts and personal guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Lokendrasingh Suthar and Mr. Pankaj Suthar.*

*The Company has availed medium term working capital facility of ₹1900.00 lakhs at the ROI of 9.25% for 5 years from Punjab National Bank against the hypothecation of entire current assets and pari-pasu on land, building, plant and machinery Office Premises no 301 and Shop No 01 and 02 and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar.*

*The Company has availed a Letter of Credit facility of ₹730.00 lakhs in the form of a cash margin FDR @15% from Punjab National Bank, against the personal guarantee of Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar.*

*The Company has availed a term loan facility of ₹323.00 lakhs at the ROI of 9.85% from Punjab National Bank against the charge on Plant & Machinery, Factory Land & Building, and personal guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar, against the repayment of INR 46.14 lakhs quarterly.*

*The Company has availed machinery term loan facility of ₹54.86 lakhs at the ROI of 9.50% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, security deposit of ₹16.46 lakhs @ 8.50%, and personal guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar, against the EMI repayment of INR 1.15 lakhs.*

*The Company has availed machinery term loan facility of ₹206.00 lakhs at the ROI of 11.00% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, security deposit of ₹20.60 lakhs @ 7.50%, and personal guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar, against the EMI repayment of ₹4.48 lakhs.*

*The Company has availed a term loan facility of ₹300.00 lakhs at the ROI of 11.75% for 3 years from Tata Capital against the lien of fixed deposit of ₹150.00 lakhs and personal guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar, against the EMI repayment of 36 months.*

#### ***Unsecured Loan***

*Business unsecured loan from Deutsche Bank of ₹39.70 lakhs at the ROI of 17.00% for 5 years, repayable in EMI of ₹1.42 lakhs.*

*Business unsecured loan from Ambit Finvest Private Limited of ₹50.00 lakhs at the ROI of 16.00% for 3 years, repayable in EMI of ₹1.75 lakhs.*

*Business unsecured loan from HDFC Bank Limited of ₹35.15 lakhs at the ROI of 15.00% for 3 years, repayable in EMI of ₹1.21 lakhs.*

*Business unsecured loan from Hero Fincorp Limited of ₹30.15 lakhs at the ROI of 17.00% for 3 years, repayable in EMI of ₹1.08 lakhs.*

*The Company has not defaulted on repayment of secured/unsecured loans and interest during the year.*

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## **SECTION V – LEGAL AND OTHER INFORMATION**

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### **GOVERNMENT AND OTHER STATUTORY APPROVALS**

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We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For details, see “*Objects of the Issue*” at page 50 of this Draft Letter of Offer.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

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### AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on Wednesday, December 17, 2025 pursuant to Section 62(1)(a) and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, subject to the approvals and consents as may be necessary from Securities and Exchange Board of India, Reserve Bank of India, National Stock Exchange of India Limited and any other competent authority.

The Draft Letter of Offer has been approved by our Board of Directors pursuant to its resolution dated Wednesday, December 17, 2025. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Rights Issue Committee at its meeting held on [●], 2025.

The members of the Rights Issue Committee in their meeting held on [●], have resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders, at ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹4,950 Lakhs\* and the Rights Entitlement as [●]: [●]i.e. [●]Rights Equity Share for every [●]fully paid-up Equity Shares, held as on the Record Date. The Issue Price has been arrived at by our Company prior to determination of the Record Date.

*\*Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.*

Our Company has received in-principle approvals from National Stock Exchange Of India Limited in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their letters dated [●] and [●]. Our Company will also make applications to National Stock Exchange Of India Limited to obtain their trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of Allotees. For details, see “*Terms of the Issue*” beginning on page 79 of this Draft Letter of Offer.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, the members of our Promoter Group and our Directors have not been and are not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, our Promoter and our Directors are not promoter(s) or director(s) of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Directors are associated with the securities market in any manner. Further, there is no outstanding action initiated by SEBI against any of our Directors, who have been associated with the securities market.

Neither our Individual Promoter nor any of our Directors are declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

As on the date of this Draft Letter of Offer, our Equity Shares are not suspended from trading.

### PROHIBITION BY RBI

Neither our Company nor our Promoter or any of our Directors have been categorized or identified or declared as a Wilful Defaultor or Fraudulent Borrower or Fugitive Economic Offender.

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the National Stock Exchange Of India Limited. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

#### **COMPLIANCE WITH REGULATIONS 61 AND 62 OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made application to the National Stock Exchange Of India Limited and has received their in-principle approval through their letter dated [●], for listing of the Rights Equity Shares to be Allotted pursuant to this Issue. National Stock Exchange Of India Limited is the Designated Stock Exchange for the Issue.

#### **COMPLIANCE WITH SEBI LISTING REGULATIONS**

Our Company has been in compliance with the provisions of the SEBI Listing Regulations in the three years preceding the date of this Draft Letter of Offer.

#### **COMPLIANCE WITH PART B OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

The disclosures in this Draft Letter of Offer are in terms of Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations.

#### **CAUTION**

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

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

Our Company, its officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

#### **DISCLAIMER WITH RESPECT TO JURISDICTION**

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

#### **DESIGNATED STOCK EXCHANGE**

The Designated Stock Exchange for the purpose of the Issue is National Stock Exchange of India Limited.

#### **DISCLAIMER CLAUSE OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

As required, a copy of this Draft Letter of Offer has been submitted to National Stock Exchange of India Limited. The disclaimer clause as intimated by the National Stock Exchange of India Limited to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with SEBI and the National Stock Exchange of India Limited.

#### **NO OFFER IN THE UNITED STATES**

**THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS. ACCORDINGLY, THE EQUITY SHARES AND THE RIGHTS ENTITLEMENTS REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” IN RELIANCE ON REGULATIONS TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS AND IN COMPLIANCE WITH THE APPLICABLES LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES.**

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under the Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, only through email, the Letter of Offer, the Application Form and other applicable Issue materials only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Equity Shares and/ or the Rights Entitlements is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and is eligible to subscribe for the Equity Shares and/ or the Rights Entitlements under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements. Our Company shall not be bound to issue or allot any Equity Shares and/ or the Rights Entitlements in respect of any such Application Form.

## **FILING**

This Draft Letter of Offer is being filed with the National Stock Exchange of India Limited as per the provisions of the SEBI ICDR Regulations. Further, the Letter of Offer will be filed with the National Stock Exchange of India Limited and with SEBI in accordance with SEBI ICDR Regulations.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with the Listing Agreements and the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated August 13, 2020, and shall comply with the SEBI circular bearing reference number SEBI/HO/OIAE/CIR/P/2023/156 dated September 20, 2023 and any other circulars issued in this regard. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders' Relationship Committee which meets at least once every year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with our Company Secretary and Compliance Officer.

The investor complaints received by our Company are generally disposed of within 30 days from the date of receipt of the complaint. Further, our Company, has redressed all the complaints received for the six months period ending September 30, 2025.

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

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

**Registrar to the Company**

**Bigshare Services Private Limited**

S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali Caves Road,  
next to Ahura Centre, Andheri East,  
Mumbai- 400093, Maharashtra, India.

**Telephone:** +91 22 6263 8200

**Facsimile:** +91 22 6263 8299

**Email:** ipo@bigshareonline.com

**Investor Grievance Email:** investor@bigshareonline.com

**Contact Person:** Mr. Vinayak Morble

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

**SEBI Registration Number:** INR00001385

**Registrar to the Issue**

**Integrated Registry Management Services Private Limited**

**Branch Office:** 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru - 560003

**Contact Number:** 080 - 23460815/16/17/18

**Email:** [irg@integratedindia.in](mailto:irg@integratedindia.in)

**Website:** [www.integratedregistry.in](http://www.integratedregistry.in)

**Contact Person:** Mr. J Gopinath

**Company Secretary And Compliance Officer**

Ms. Komal Birla is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

**Company Secretary and Compliance Officer**

Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd,  
Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road,  
Mumbai, Goregaon East, Maharashtra, India, 400063

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

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

**Email id:** cs@durlaxindia.com

**OTHER CONFIRMATIONS**

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

## SECTION VI – ISSUE INFORMATION

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### TERMS OF THE ISSUE

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*This section is for the information of the Investors proposing to apply in the Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, Investors proposing to apply in the Issue can apply only through ASBA or any other mode which may be notified by SEBI.*

*For guidance on the application process through ASBA and resolution of difficulties faced by investors, you are advised to read the frequently asked question on the website of the Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in) and on the website of our Company at [www.durlax.com](http://www.durlax.com).*

**Our Company has opened a separate demat suspense escrow account (namely, “[●]”) (“Demat Suspense Account”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund (“IEPF”) authority; or which of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed/suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any or (f) such other cases where our Company is unable to credit Rights Entitlements for any other reasons.**

**Our Company shall credit the Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.**

**With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are required to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company, and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner and such lapsing of Rights Entitlement may dilute and adverse impact the interest of certain Eligible Equity Shareholders.**

**Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who**

**hold Equity Shares in physical form as on the Record Date who will receive the Application Form along with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.**

## **OVERVIEW**

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

## **DISPATCH AND AVAILABILITY OF ISSUE MATERIALS**

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be physically sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Materials shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Materials. Furthermore, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 110 of this Draft Letter of Offer.

In accordance with the SEBI ICDR Regulations and the SEBI ICDR Master Circular, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid email address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid email address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

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

- a) Our Company at [www.durlax.com](http://www.durlax.com);
- b) The Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in);

c) The Stock Exchange at [www.nseindia.com](http://www.nseindia.com).

**To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit [www.durlax.com](http://www.durlax.com).**

**Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in) by entering their DP ID and ClientID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. [www.durlax.com](http://www.durlax.com)).**

**Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

The distribution of the Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer was filed with National Stock Exchange of India Limited for seeking in-principle approval and the Letter of Offer is being filed with SEBI and the National Stock Exchange of India Limited. Accordingly, Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, such Issue Materials must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or redistributed.

Accordingly, persons receiving a copy of this Draft Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application, or acquire the Rights Entitlements referred to in this Draft Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

**The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.**

#### **PROCESS OF MAKING AN APPLICATION IN THE ISSUE**

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

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat

suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account. For further details on the Rights Entitlements and demat suspense escrow account, see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 93 of this Draft Letter of Offer.

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

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

**Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Grounds for Technical Rejection*” on page 89 of this Draft Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 85 of this Draft Letter of Offer.

**Shareholders making an application on a plain paper cannot renounce their rights and shall not utilise the application form for any purpose including renunciation even if it is received subsequently.**

#### ***Options available to the Eligible Equity Shareholders***

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to the Issue.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- a) apply for its Rights Equity Shares to the Full extent of its Rights Entitlements; or
- b) apply for its Rights Equity Shares to the Extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for its Rights Equity Shares to the Extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Rights Equity Shares to the Full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- e) renounce its Rights Entitlements in full.

#### ***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

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

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

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

***Do's for Investors applying through ASBA:***

- a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- c) Ensure that the Applications are submitted to the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e) Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

- i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020, read with press release dated June 25, 2021, and September 17, 2021.

***Don'ts for Investors applying through ASBA:***

- a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b) Do not apply if you have not provided an Indian address.
- c) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- d) Do not send your physical Application to the Registrar, the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSB's), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- e) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- f) Do not submit Application Form using third party ASBA account.
- g) Avoiding applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.
- h) Do not submit Multiple Application Forms.

***Application by specific investor(s), if any and applicable***

***In case of renunciation of Rights Entitlement to specific investor(s) by our Promoters or members of the Promoter Group***

Our Promoters or members of the Promoter Group may renounce any portion of their Rights Entitlement to one or more specific investor(s) subject to disclosure of the same in terms of the SEBI ICDR Regulations. The name of the specific investor(s) (i.e. the Renouncee), the name of our Promoters or members of the Promoter Group (i.e., renouncer) and the number of Rights Entitlements renounces in favour of such specific investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.

In case of such renunciation of Rights Entitlement by our Promoters or members of the Promoter Group to any specific investor, all rights and obligations of the Eligible Equity Shareholders in relation to the Applications and refunds pertaining to the Issue shall apply to the specific investor (i.e., the Renouncee) as well.

Time limit for renouncing of Rights Entitlement by our Promoters and members of the Promoter Group and credit of Rights Entitlement to specific investor should be specified such that the specific investor is able to apply before 11:00 a.m. (Indian Standard Time) on Issue Opening Date. On market Rights Entitlement renunciation may not be possible in such case considering T+2 rolling settlement.

The Application by such specific investor(s) shall be made on Issue Opening Date before 11:00 am (Indian Standard Time) and no withdrawal of such Application by the specific investor(s) shall be permitted. Our Company undertakes to disclose to the Stock Exchanges whether such Specific Investor(s) have made the Application or not, for dissemination on the Issue Opening Date by 11:30 a.m. (Indian Standard Time).

***In case of allotment of any undersubscribed portion of the Rights Issue to specific investor(s)***

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one or more specific investor(s) and the names of such specific investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date. The Application by such specific investor(s) shall be made along with their Application Money before the finalization of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar.

### ***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, Registrar or National Stock Exchange of India Limited. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company being Durlax Top Surface Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held at Record Date;
6. Allotment option – only dematerialized form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements.
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹[●] per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained.
14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales – Eligible Investors” on page 110 of this Draft Letter of Offer, and
17. All Applicants in the United States shall include the following:

*I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act (“Regulation S”) to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither our Company, nor the Registrar or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who our Company, the Registrar or any other person acting on behalf of our Company have reason to believe is in the United States or is outside of India and ineligible to participate in the Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Restrictions on Purchases and Resales” on page 110 of this Draft Letter of Offer.*

*I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

#### ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

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

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

- (a) The Eligible Equity Shareholders shall visit at Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in) to upload their self-attested client master sheet of their demat account and also provide the other details as required, no later than two Clear Working Days prior to the Issue Closing Date.
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date; and
- (c) The remaining procedure for Application shall be same as set out in the section entitled "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page 85 of this Draft Letter of Offer.

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

#### ***Application for Additional Rights Equity Shares***

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" on page 102 of this Draft Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted.**

#### ***Additional general instructions for Investors in relation to making of an Application***

- a) Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regards to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page 85 of this Draft Letter of Offer.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the National Stock Exchange of India Limited.
- e) Applications should not be submitted to the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSBs), our Company or the Registrar.

- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-Tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**
- h) By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investors should provide correct DP ID and Client ID/ folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Rights Equity Shares applied by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.
- t) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020, and press release dated June 25, 2021, and September 17, 2021.

***Grounds for Technical Rejection***

*Applications made in this Issue are liable to be rejected on the following grounds:*

- (a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to our Company, the Registrar, Bankers to the Issue (assuming that such Bankers to the Issue are not SCSBs), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief, then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States and jurisdictions where the offer and sale of the Rights Equity Shares

is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

- (q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (r) Application from Investors that are residing in U.S. address as per the depository records.
- (s) Applicants not having the requisite approvals to make Application in the Issue.

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE, AND THE RIGHTS ENTITLEMENT LETTER.**

#### ***Multiple Applications***

In case where multiple Applications are made using same demat account in respect of the same set of Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors, and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please see "*Procedure for Applications by Mutual Funds*" on page 92 of this Draft Letter of Offer.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications may be treated as multiple applications and are liable to be rejected or all the balance shares other than Rights Entitlement will be considered as additional shares applied for, other than multiple applications submitted by any of our Promoter or members of our Promoter Group to meet the minimum subscription requirements, if applicable, to this Issue as described in the section entitled "*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group*" on page 17 of this Draft Letter of Offer.

#### ***Procedure for Applications by certain categories of Investors***

##### **Procedure for Applications by FPIs**

In terms of applicable FEMA NDI Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard. Further, the aggregate limit

of all FPIs investments is up to 100% (sectoral limit) of the paid-up equity share capital of our Company at the time of making such investment.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

#### Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

#### Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA NDI Rules. Applications will not be accepted from NRIs that are ineligible to participate in the Issue under applicable securities laws.

As per the FEMA NDI Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants.

Further, in accordance with Press Note 3 of 2020, the FDI Policy has been amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should

seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

#### Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors, or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

#### Application by Specific Investor

##### *In case of renunciation of Rights Entitlement to Specific Investor by Our Promoter or members of our Promoter Group*

Our Promoter or members of our Promoter Group may renounce any portion of their Rights Entitlement to one of more Specific Investor(s) subject to disclosure of the same in terms of the SEBI ICDR Regulations. The name of the Specific Investor(s) (i.e. the Renouncee), the name of our Promoter or members of our Promoter Group (i.e. renouncer) and the number of Rights Entitlements renounced in favour of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.

In case of such renunciation of Rights Entitlement by our Promoter or members of our Promoter Group to any Specific Investor, all rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Specific Investor(s) (i.e. the Renouncee) as well.

The Application by such Specific Investor(s) shall be made on the Issue Opening Date before 11:00 a.m. (Indian Standard Time) and no withdrawal of such Application by the Specific Investor(s) shall be permitted. Our Company undertakes to disclose to the Stock Exchange(s) whether such Specific Investor(s) have made the Application or not, for dissemination on the Issue Opening Date by 11:30 a.m. (Indian Standard Time).

##### *In case of allotment of any undersubscribed portion of the Rights Issue to Specific Investor*

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one of more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar.

#### Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the National Stock Exchange of India Limited and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose

of the Equity Shares hereby offered, as set out in the section entitled “*Basis of Allotment*” on page 102 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the National Stock Exchange of India Limited.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

#### ***Withdrawal of Application***

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor applying through ASBA facility may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

**No withdrawal of the Application by Specific Investor(s) shall be permitted, if such application is made pursuant to renunciation of Rights Entitlement by Our Promoter or members of our Promoter Group in favour of such Specific Investor.**

#### ***Disposal of Application and Application Money***

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board or a committee thereof reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

### **CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS**

#### ***Rights Entitlements***

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

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue ([www.integratedregistry.in](http://www.integratedregistry.in)) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e [www.durlax.com](http://www.durlax.com)).

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

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

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

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

**In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form.**

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense account (namely, "DURLAX TOP SURFACE LIMITED - RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT" opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

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

#### **RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT**

### ***Renouncees***

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

### ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

### ***Procedure for Renunciation of Rights Entitlements***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the National Stock Exchange of India Limited (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

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

**Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.**

**a. *On Market Renunciation***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Designated Stock Exchange through a registered stockbroker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI ICDR Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Designated Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is [●] Rights Entitlements. [Please confirm the same with the RTA, and National Stock Exchange Of India Limited, as our Company is subject to Market Lot]

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stockbrokers by quoting the ISIN [●] band indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of National Stock Exchange of India Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. [Please confirm the same with the RTA, and National Stock Exchange Of India Limited]. The transactions will be settled on trade-for trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

**b. Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

**MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Under the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated December 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Mode of payment for Resident Investors**

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### **Mode of payment for Non-Resident Investors**

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

#### **PAYMENT SCHEDULE OF RIGHTS EQUITY SHARES**

*₹[●] per Rights Equity Share (including premium of ₹[●] per Rights Equity Share) shall be payable on Application.*

The Rights Equity Shares allotted pursuant to the Issue, shall be fully paid up.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

#### **BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE**

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held

in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, please see “*Summary of Draft Letter of Offer*” on page 17 of this Draft Letter of Offer.

### ***Fractional Entitlements***

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] ([●]) Equity Share for every [●] ([●]) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Shares or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares of face value of ₹10.00/- each as on Record Date shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties, and the application forms shall be non-negotiable.

### ***Ranking***

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall, upon being fully paid-up rank *pari-passu* with the existing Equity Shares, in all respects including dividends.

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

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the National Stock Exchange of India Limited. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the National Stock Exchange of India Limited through letter bearing reference number [●] dated [●]. Our Company will apply to the National Stock Exchange of India Limited for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on National Stock Exchange of India Limited (Symbol: DURLAX) under the ISIN: INE0OUW01013. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the National Stock Exchange of India Limited. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights

Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

#### ***Subscription to this Issue by our Promoters and members of our Promoter Group***

For details of the intent and extent of subscription by our Promoter and members of our Promoter Group, please see “*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group*” on page 17 of this Draft Letter of Offer.

#### ***Rights of Holders of Rights Equity Shares***

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

- a) The right to receive dividend, if declared;
- b) The right to receive surplus on liquidation;
- c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and
- f) Such other rights may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

### **GENERAL TERMS OF THE ISSUE**

#### ***Market Lot***

The Rights Equity Shares shall be tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialized mode is 2,000 Equity Shares.

#### ***Joint Holders***

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

#### ***Nomination***

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

#### ***Arrangements for Disposal of Odd Lots***

The Rights Equity Shares shall be traded in dematerialized form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

#### ***Restrictions on transfer and transmission of shares and on their consolidation/splitting***

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant this Issue. However, the Investors should note that pursuant to the provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

#### ***Notices***

Our Company will send through e-mail and speed post, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Draft Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then this Draft Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be sent/dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

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

The Letter of Offer and the Application Form shall also be submitted with the National Stock Exchange of India Limited for making the same available on their website.

#### ***Offer to Non-Resident Eligible Equity Shareholders/Investors***

As per Rule 7 of the FEMA NDI Rules, RBI has given general permission to Indian companies to issue rights equity shares to non-resident equity shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. The permissions available under (i) and (ii) above are not available to investors who have been allotted such shares as Overseas Corporate Bodies. As per the existing policy of the Government, OCBs cannot participate in the Issue.

Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar to the Issue at 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru – 560003, Karnataka, India or [irg@integratedindia.in](mailto:irg@integratedindia.in). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue, and our Company will not be responsible for any such allotments made by relying on such approvals.

The Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access this Draft Letter of Offer, the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Further, Application Forms will be made available at the Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to

such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

An Application made shall be subject to the provisions of FEMA and the FEMA NDI Rules. Further, the shareholding on the basis of which an Eligible Equity Shareholder is entitled to their respective Rights Entitlement, must have been acquired and held as per the provisions of the FEMA NDI Rules.

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

Please also note that pursuant to Circular No. 14 dated September 16, 2003, issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar to the Issue by submitting their respective copies of self-attested proof of address, passport, etc. at 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru - 560003, Karnataka, India or [irg@integratedindia.in](mailto:irg@integratedindia.in).

#### **ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALISED FORM**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 103 OF THIS DRAFT LETTER OF OFFER.**

#### **ISSUE SCHEDULE**

<b>LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS</b>	[●]
<b>ISSUE OPENING DATE</b>	[●]
<b>LAST DATE FOR ON-MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#</b>	[●]
<b>ISSUE CLOSING DATE*</b>	[●]
<b>FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)</b>	[●]
<b>DATE OF ALLOTMENT (ON OR ABOUT)</b>	[●]
<b>DATE OF CREDIT OF RIGHTS EQUITY SHARES (ON OR ABOUT)</b>	[●]
<b>DATE OF LISTING (ON OR ABOUT)</b>	[●]

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

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

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●], to enable the credit of the Rights Entitlements by way of transfer from the demat

suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar to the Issue i.e., [www.integratedregistry.in](http://www.integratedregistry.in). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar to the Issue (i.e. [www.integratedregistry.in](http://www.integratedregistry.in)), by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

## **BASIS OF ALLOTMENT**

Subject to the provisions contained in this Draft Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board or its Rights Issue Committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis having due regard to the number of Rights Entitlement held by them as on Issue Closing Date and in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- e) Allotment to Specific Investor, if any, as disclosed by our Company in terms of the SEBI ICDR Regulations before opening of the Issue, or to any other person, as deemed fit by our Board, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.
- f) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) (d) and (e) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.
4. Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

#### **ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations, if applicable, or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or in Demat Suspense Account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at such other rate as specified under applicable law from the expiry of such 15 days’ period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such a rate as prescribed under applicable law.

#### **PAYMENT OF REFUND**

##### ***Mode of making refunds***

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- a) Unblocking amounts blocked using ASBA facility.
- b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“**MICR**”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- c) **National Electronic Fund Transfer (“NEFT”)** – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as at a date

immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar, to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

- d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, a refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
- f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

**ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

***Receipt of the Rights Equity Shares in Dematerialized Form***

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.**

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

- a) Tripartite agreement dated [●], amongst our Company, NSDL and the Registrar to the Issue; and
- b) Tripartite agreement dated [●] amongst our Company, CDSL and the Registrar to the Issue.

**INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE DESIGNATED STOCK EXCHANGE ONLY IN DEMATERIALISED FORM**

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialized form is as under:

- 1) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different

joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

- 2) It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- 3) The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in the Application Form should be the same as registered with the Investor's depository participant.
- 4) If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
- 5) The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
- 6) Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
- 7) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- 8) Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
- 9) Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

### **IMPERSONATION**

Attention of the Investors 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 ₹0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 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 fraud involves an amount less than ₹0.1 crore 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 ₹0.5 crore or with both.

### **UTILISATION OF ISSUE PROCEEDS**

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at National Stock Exchange of India Limited where the Equity Shares are to be listed will be taken by our Board within the time limit specified by SEBI.
3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 Days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. In case of refund/unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
6. No further issue of securities shall be made from the date of filing this Draft Letter of Offer with National Stock Exchange of India Limited till the securities offered through the Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc. other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.
7. Adequate arrangements shall be made to collect all ASBA Applications.
8. As on date, our Company does not have any convertible debt instruments.
9. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

### **INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS**

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed “*Durlax Top Surface Limited - Rights Issue*” on the envelope and postmarked in India) to the Registrar at the following address:

**Integrated Registry Management Services Private Limited**

**Branch Office:** 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru – 560003, Karnataka, India

**Contact Number:** 080 - 23460815/16/17/18

**Email:** irg@integratedindia.in

**Website:** [www.integratedregistry.in](http://www.integratedregistry.in)

**Contact Person:** Mr. J Gopinath

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar to the Issue at [www.integratedregistry.in](http://www.integratedregistry.in). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 080 - 23460815/16/17/18.
4. The Investors can visit following links for the below-mentioned purposes:
  - (a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.integratedregistry.in](http://www.integratedregistry.in);
  - (b) Updating of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company at [info@bigshareonline.com](mailto:info@bigshareonline.com)
  - (c) Updating of demat account details by Eligible Equity Shareholders holding shares in physical form at email [idinfo@bigshareonline.com](mailto:idinfo@bigshareonline.com)
  - (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders at [info@bigshareonline.com](mailto:info@bigshareonline.com)

This Issue will remain open for a minimum seven days. However, our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date and Issue Closing Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

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Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 (“**FDI Circular 2017**”), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The FDI Policy consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until the DPIIT issues an updated circular. In terms of the FDI Policy and the FEMA NDI Rules, the foreign investment limit applicable to the sector in which our Company operates is 100% under the automatic route.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under FEMA NDI Rules will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI 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 SEBI and 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 FDI Policy and the FEMA NDI 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 NDI Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies (“**OCBs**”) have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for the issue as an incorporated non-resident must do so in accordance with the FDI Policy and FEMA NDI Rules. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

*The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this*

*Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations*

## RESTRICTIONS ON PURCHASES AND RESALES

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### ELIGIBILITY AND RESTRICTIONS

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with the stock exchange.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Draft Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

#### No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S Securities Act and 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 applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit this Draft Letter of Offer into the United States at any time.

#### Representations, Warranties and Agreements by Purchasers

In addition to the applicable representations, warranties and agreements set forth above, each purchaser, by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted, acknowledged and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “purchaser”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
2. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.
3. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
4. The purchaser acquiring the Rights Equity Shares for one or more managed accounts, represents and warrants that the purchaser has been authorized in writing, by each such managed account to acquire the Rights Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference herein to ‘the purchaser’ to include such accounts.
5. The purchaser is eligible to invest in India under applicable law, including the FEMA Rules and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, the purchaser is eligible to invest in and hold the Rights Equity Shares in accordance with the FDI Policy, read along with the press note 3 of 2020 dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.
6. The purchaser is investing in the Rights Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in the Issue, the purchaser is not in violation of any applicable law, including but not limited to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and the Companies Act, 2013, each as amended and/or substituted from time to time.
7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with the Stock Exchange and its submission with the SEBI for information and dissemination); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements (except in India) or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in the Issue.
9. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or

manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

10. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to us and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and the Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.
11. Without limiting the generality of the foregoing, the purchaser acknowledges that the Equity Shares are listed on National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent financial results, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes the "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
12. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with the Issue, and the Rights Entitlements or the Rights Equity Shares, including the Letter of Offer and the Exchange Information, has been prepared solely by our Company.
13. The purchaser acknowledges that no written or oral information relating to the Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by our Company.
14. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, undertakings and agreements and other information contained in the Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under applicable securities laws.
15. The purchaser is aware that the Rights Entitlements and the Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and that the offer of the Rights Entitlements and the offer and sale of the Rights Equity Shares to the purchaser was made in accordance with Regulation S.
16. The purchaser was outside the United States at the time the offer of the Rights Entitlements and Rights Equity Shares was made to it, and the purchaser was outside the United States when the purchaser's buy order for the Rights Equity Shares was originated.
17. The purchaser did not accept the Rights Entitlements or subscribe to the Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
18. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If, in the future, the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity

Shares: (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

19. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for, and authorized to consummate the purchase of, the Rights Equity Shares in compliance with all applicable laws and regulations. If the purchaser is outside India: [a]. the purchaser, and each account for which it is acting, satisfies: (i) all suitability standards for investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe, and is subscribing, for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence; and [b] the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
20. Except for the sale of Rights Equity Shares on the Stock Exchange, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
21. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Rights Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Rights Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Rights Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company for all or part of any such loss or losses it may suffer.
22. Each of the aforementioned representations, warranties, acknowledgements and agreements shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Rights Equity Shares. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties, acknowledgements and agreements set forth above and elsewhere in the Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.
23. The purchaser acknowledges that our Company and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements which are given to our Company, and are irrevocable.
24. The purchaser agrees that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Davangere, Karnataka.
25. India shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Letter of Offer and other Issue Materials.

## **SECTION VII – STATUTORY AND OTHER INFORMATION**

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Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

## **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

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The copies of the following contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material, and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all working days and will also be available on the website of our Company at [www.durlax.com](http://www.durlax.com) from the date of the Letter of Offer until the Issue Closing Date.

### **Material Contracts**

1. Registrar Agreement dated Tuesday, 16 December 2025, entered between our Company and the Registrar to the Issue.
2. Banker to the Issue Agreement dated Tuesday, 16 December 2025 entered amongst our Company, the Registrar to the Issue and the Banker to the Issue.
3. Monitoring Agency Agreement dated Tuesday, 16 December 2025 entered between our Company and the Monitoring Agency.

### **Material Documents in Relation to the Issue**

5. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
6. Certificate of incorporation and fresh certificates of incorporation pursuant to conversion of our Company;
7. Copies of annual reports for the preceding 2 Financial Years;
8. Copies of Financial Statement for the last 2 Financial Years for the Financial Years ended on March 31, 2025, March 31, 2024, and unaudited financials for half year ended September 30, 2025;
9. Initial Public Offering Prospectus dated June 21, 2024;
10. Resolution of our Board of Directors dated Wednesday, December 17, 2025, approving the Issue;
11. Resolution of our Board of Directors dated Wednesday, December 17, 2025, approving this Draft Letter of Offer;
12. Resolution of our Rights Issue Committee dated [●] finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
13. Resolution of our Board of Directors dated [●], approving the Letter of Offer;
14. Consents of our Directors, Banker to our Company Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;
15. Report on Statement of Special Tax Benefits dated Thursday, December 11, 2025, for our Company from the Statutory Auditors of our Company;
16. In-principle approval issued by National Stock Exchange of India Limited vide its letter bearing reference number '[●]' dated [●];

Any of the contracts or documents mentioned in the Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

## DECLARATION

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I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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Shravan Suthar  
*Chairman and Managing Director*  
DIN: 02985316

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

---

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

---

Lalit Suthar  
*Whole-Time Director*  
DIN: 02985324

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

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I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

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Narayan Samantra  
*Non-Executive Independent Director*  
DIN: 09798498

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

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I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

---

Bhavesh Jain  
*Non-Executive Independent Director*  
DIN: 10745884

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

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I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

---

Palak Jain  
*Non-Executive Independent Director*  
DIN: 09182098

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

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I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

---

Kalpana Nigam  
*Chief Financial Officer*

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai

## DECLARATION

---

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

**SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY**

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Komal Birla  
*Company Secretary and Compliance Officer*

**Date:** *Wednesday, December 17, 2025*

**Place:** Mumbai