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Draft Prospectus  
Dated: September 09, 2022  
Please read section 26 & 32 of the  
Companies Act, 2013  
100% Fixed Price Issue

## ARHAM TECHNOLOGIES LIMITED

(Formerly known as Arham Technologies Private Limited)  
CIN: U52335CT2013PLC001207

Registered Office	Contact Person	Email and Telephone	Website
Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh.	Mrs. Pooja Avinash Gandhewar Company Secretary and Compliance Officer	Email ID: cs@arhamtechnologies.co.in Tel No: +91 70697 66778	www.arhamtechnologies.co.in

### NAMES OF PROMOTERS OF THE COMPANY

(I) ROSHAN JAIN, (II) ANKIT JAIN, AND (III) ANEKANT JAIN

### DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility – 229(1) / 229(2) & Share Reservation amount QIB, NII & RII
Fresh Issue	₹ 957.60 Lakhs	Nil	₹ 957.60 Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, as the Company's post issue Paid-up capital would be less than 10.00 (Ten) Cr.  <b>Share Reservation:</b> Minimum 50% to the Retail Individual Investors Minimum 5% to Market Makers

OFS: Offer for Sale

### Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders:

- NIL -

**RISKS IN RELATION TO THE FIRST ISSUE** – The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹42/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “**Basis for Issue Price**” on page 60 of this draft prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued 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 the Draft Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 19 of this Draft Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the **SME Platform of National Stock Exchange of India Limited** (“NSE EMERGE”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated [●] from **National Stock Exchange of India Limited** (“NSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the **Designated Stock Exchange** will be the **National Stock Exchange of India Limited** (“NSE”).

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



**FINSHORE**

*Creating Enterprise Managing Values*

**FINSHORE MANAGEMENT SERVICES LIMITED**

Anandlok Building, Block-A, 2<sup>nd</sup> Floor, Room No. 207,  
227 A.J.C Bose Road, Kolkata-700020, West Bengal, India

**Contact Person:** Mr. S. Ramakrishna Iyengar

**Telephone:** 033 – 2289 5101 / 4603 2561

**Email:** ramakrishna@finshoregroup.com



**CAMEO CORPORATE SERVICES LIMITED**

“Subramanian Building”, #1, Club House Road,  
Chennai -600002, India

**Contact Person:** Ms. K. Sreepriya

**Telephone:** +91-44-40020700, 28460390

**Email:** investor@cameoindia.com

### ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

## **ARHAM TECHNOLOGIES LIMITED**

*(Formerly known as Arham Technologies Private Limited)*

Our Company was originally incorporated as Private Limited Company in the name of “*Arham Technologies Private Limited*” on December 27, 2013 under the provision of the Companies Act, 2013 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies – Chhattisgarh. Subsequently, name of the company changed to “*Arham Technologies Private Limited*” vide fresh Certificate of Incorporation dated February 27, 2014 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies – Chhattisgarh. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to “*Arham Technologies Limited*” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated January 11, 2022 bearing Corporate Identification Number U52335CT2013PLC001207 issued by Registrar of Companies – Chhattisgarh. For further details of change in name and registered office of our company, please refer to section titled “*Our History and Certain Corporate Matters*” beginning on page no 102 of the Draft Prospectus.

**Registered office:** Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh

**Contact Person:** Mrs. Pooja Avinash Gandhewar; **Tel No:** +91 70697 66778, **E-Mail ID:** [cs@arhamtechnologies.co.in](mailto:cs@arhamtechnologies.co.in);

**Website:** [www.arhamtechnologies.co.in](http://www.arhamtechnologies.co.in); **CIN:** U52335CT2013PLC001207

### **OUR PROMOTERS: (I) MR. ROSHAN JAIN, (II) MR. ANKIT JAIN, (III) MR. ANEKANT JAIN**

#### **THE ISSUE**

**INITIAL PUBLIC OFFER OF 22,80,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF ARHAM TECHNOLOGIES LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹42/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹32/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 957.60 LAKHS (“THE ISSUE”), OF WHICH 114,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹42/- PER EQUITY SHARE, AGGREGATING TO ₹ 47.88 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 21,66,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹42/- PER EQUITY SHARE, AGGREGATING TO ₹ 909.72 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.95% AND 25.60% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹ 42/- EACH i.e.,**

**4.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 3,000 EQUITY SHARES**

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (*For further details please see “The Issue” beginning on page no. 32 of this Draft Prospectus.*) A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (*For details in this regard, specific attention is invited to “Issue Procedure” beginning on page no. 192 of this Draft Prospectus.*)

#### **RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- each and the issue price is 4.2 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

#### **GENERAL RISKS**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities 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 document. Specific attention of investors is invited to the statement of “**Risk factors**” beginning on page no. 19 of this Draft Prospectus.

#### **ISSUER'S ABSOLUTE RESPONSIBILITY**

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

#### **LISTING**

The Equity Shares of our company issued through this Draft Prospectus are proposed to be listed on the **SME EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”)**. In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received “in-principal” approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the **NSE EMERGE**. For the purposes of the issue, the **Designated Stock Exchange** will be **National Stock Exchange of India Limited (“NSE”)**.

#### **LEAD MANAGER TO THE ISSUE**



#### **FINSHORE MANAGEMENT SERVICES LIMITED**

Anandlok Building, Block-A, 2<sup>nd</sup> Floor, Room No. 207,  
227 A.J.C Bose Road, Kolkata-700020, West Bengal

**Telephone:** 033 – 2289 5101 / 4603 2561

**Email:** ramakrishna@finshoregroup.com

**Contact Person:** Mr. S. Ramakrishna Iyengar

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

**Investor Grievance Email:** [info@finshoregroup.com](mailto:info@finshoregroup.com)

**SEBI Registration No:** INM000012185

**CIN No:** U74900WB2011PLC169377

#### **REGISTRAR TO THE ISSUE**



#### **CAMEO CORPORATE SERVICES LIMITED**

“Subramanian Building”, #1, Club House Road,  
Chennai - 600 002, India

**Telephone:** +91-44-40020700, 28460390

**Faxsimile:** +91-44-28460129

**Email:** [investor@cameoindia.com](mailto:investor@cameoindia.com)

**Contact Person:** Mr. R.D. Ramasamy, Director

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

**SEBI Registration Number:** INR000003753

**CIN No:** U67120TN1998PLC041613

#### **ISSUE PROGRAMME**

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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## SECTION I: GENERAL

### DEFINITION AND ABBREVIATIONS

This draft prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this draft prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

#### General Terms

TERMS	DESCRIPTIONS
“Arham Technologies Limited”, “Arham”, “ATL” “The Company”, “Our Company”, “Issuer Company” or “Issuer”	Unless the context otherwise indicates or implies, <b>Arham Technologies Limited</b> , a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh.
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
Our Promoters or Promoters of the Company	The promoters of our company being <b>Mr. Roshan Jain, Mr. Ankit Jain, and Mr. Anekant Jain</b> .
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “Our Promoters and Promoter Group”

#### Company Related Terms

TERMS	DESCRIPTIONS
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled <b>“Our Management”</b> on page no. 106 of this draft prospectus.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our company being <b>“Mr. Ankit Jain”</b> .
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being <b>“Mrs. Pooja Avinash Gandhewar”</b> .
Branch Office	Chitrakut Complex, Shop No. 05, Jawahar Nagar, Raipur - 492001, Chhattisgarh.
Corporate Social Responsibility committee	Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled <b>“Our Management”</b> on page no. 106 of this draft prospectus.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this draft prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in <b>“Our Group Companies”</b>
HUF	Hindu Undivided Family.

TERMS	DESCRIPTIONS
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being " <b>INE0L2Y01011</b> "
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled " <b>Our Management</b> " beginning on page no. 106 of this draft prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled " <b>Our Management</b> " on page no. 106 of this draft prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being " <b>M/s. R. S. Choraria &amp; Associates, Chartered Accountants</b> ", C-2, 4th Floor, Aishwarya Chambers G.E. Road, Telibandha Raipur, 492001, Chhattisgarh.
Promoters	Shall mean promoters of our Company as mentioned in this draft prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled " <b>Our Promoter and Promoter Group</b> " beginning on page no. 118 of this draft prospectus.
Registered Office	Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chattishgarh.
Restated Financial Statement	Audited Financial Statements as at and for the financial years ended on 31 <sup>st</sup> March 2022, 31 <sup>st</sup> March 2021 and 31 <sup>st</sup> March 2020, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Chhattisgarh
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled " <b>Our Management</b> " on page no. 106 of this draft prospectus.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is 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 defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

**Issue Related Terms**

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment of/ Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.

TERMS	DESCRIPTIONS
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the draft prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this draft prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this draft prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the draft prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, " <b>Issue Procedure, - Basis of Allotment</b> " beginning on page no. 192 of this draft prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the NSE i.e., www.nseindia.com.
Broker to the Issue	All recognized members of the stock exchange of NSE would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in

TERMS	DESCRIPTIONS
	terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the draft prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names are mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Stock Exchange	National Stock Exchange of India Limited
Draft prospectus	The Draft prospectus dated September 09, 2022 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with National Stock Exchange of India Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this draft prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the draft prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended

TERMS	DESCRIPTIONS
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of <b>22,80,000</b> Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹42/- per Equity Share aggregating to ₹ 957.6 Lakhs by our Company, in terms of this draft prospectus.
Issue Agreement	The Issue Agreement dated September 03, 2022 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹42/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled " <b>Objects of the Issue</b> " beginning on page no. 56 of this draft prospectus.
Lead Manager/LM	means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being " <b>M/s. Finshore Management Services Limited</b> ".
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being " <b>IPL</b> " who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to <b>1,14,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to ₹47.88 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to <b>21,66,000</b> Equity Shares of face value ₹10/- each for cash at an Issue price of ₹42/- per Equity Share (the "Issue Price"), aggregating up to ₹ 909.72 Lacs Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
NSE	National Stock Exchange of India Limited
NSE EMERGE / EMERGE Platform of NSE	SME Platform of National Stock Exchange of India Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. <b>OCBs are not allowed to invest in this Issue.</b>

TERMS	DESCRIPTIONS
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being " <b>M/s. Cameo Corporate Services Limited</b> ".
Registrar Agreement	The agreement dated August 08, 2022 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidder(s) or RIB(s)or Retail Individual Investor(s) or RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
SME Exchange	“SME exchange” means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST)Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as

TERMS	DESCRIPTIONS
	amended thereto, including instructions and clarifications issued by SEBI from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> respectively, as updated from time to time
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated [●] entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	<p>“Working day” means all days on which commercial banks in Mumbai are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business.</p> <p>The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.</p>

**Conventional and General Terms**

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

TERMS	DESCRIPTIONS
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this draft prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

TERMS	DESCRIPTIONS
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

**Technical and Industry related terms**

TERMS	DESCRIPTIONS
BPM	Business Process Management
BU	Billion Units
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DGDI	Director General of Goods & Services Tax Intelligence
DIPP	Department of Industrial Policy and Promotion
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	India Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
R & D	Research and Development
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply

TERMS	DESCRIPTIONS
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

**Abbreviations**

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited.

TERMS	DESCRIPTIONS
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this draft prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

- In the section titled “**Description of Equity Shares and Terms of the Articles of Association**” beginning on page 211 of this draft prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “**Financial Statements as Restated**” beginning on page 125 of this draft prospectus, shall have the meaning given to such terms in that chapter;
- In the section titled “**Risk Factors**” beginning on page 19 of this draft prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “**Statement of Possible Tax Benefits**” beginning on page 62 of this draft prospectus, shall have the meaning given to such terms in that chapter; and
- In the chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 160 of this draft prospectus, shall have the meaning given to such terms in that chapter.

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

**Certain Conventions**

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

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

In this draft prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Arham”, “ATL”, and “Arham Technologies Limited” unless the context otherwise indicates or implies, refers to **“Arham Technologies Limited”**.

In this draft prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

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

**Financial Data**

Unless stated otherwise, the financial information in this draft prospectus are extracted from the restated Financial Statements of our Company as at and for the financial Years ended on 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled **“Financial Statements as Restated”** beginning on page no 125 of this draft prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

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

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the draft prospectus 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 the draft prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this draft prospectus, including in the Sections titled **“Risk Factors”**, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page no. 19, 81, and 160 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this draft prospectus.

**Currency and Units of Presentation**

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

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

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’

**Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this draft prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this draft prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this draft prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "**Risk Factors**" beginning on page no. 19 of this draft prospectus. Accordingly, investment decisions should not be based on such information.

**Exchange Rates**

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

## FORWARD LOOKING STATEMENT

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

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this draft prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled "***Risk Factors***"; "***Industry Overview***"; "***Our Business***"; and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", beginning on page no. 19, 65, 81 and 160, respectively, of this draft prospectus.

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

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability; and
- COVID-19 pandemic and similar circumstances

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

## SECTION II: SUMMARY OF DRAFT PROSPECTUS

**(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:**

❖ **Primary Business of Our Company:**

**Arham Technologies Limited** is engaged in manufacturing of LED Smart Televisions, with different screen sizes under our brand ‘**STARSHINE**’. We also manufacture Fans, Air Coolers and Mixer Grinders through third party manufacturers under our brand ‘**STARSHINE**’. We have network of dealers and distributors across Chhattisgarh, Madhya Pradesh, Odisha, Vidarbha, Andhra Pradesh and parts of Uttar Pradesh.

We also serve under Original Equipment Manufacturer (“OEM”) business models for LED Televisions. Under the OEM model, we manufacture and supply products as per the requirements of our customers, who then further distribute these products under their own brands.

We are strategically located in Electronic Manufacturing Cluster, in new Smart City of Raipur, which is one of the very first smart cities of India. Chhattisgarh borders seven states i.e. Odisha, Andhra Pradesh, Telangana, Maharashtra, Madhya Pradesh Uttar Pradesh and Jharkhand which gives direct market access to these states. Inland port, also gives an advantage to the location, which brings down cost of import and exports as compared to busy ports like Nhava Sheva etc. Being located in central part of India, we enjoy many geographical advantages.

We also do white-labelling for other regional brands. Raipur enjoys a geographical advantage, as no big city is nearby of Raipur, and Raipur market feeds the entire Chhattisgarh, Odisha, Parts of Madhya Pradesh, Vidarbha Region and Jharkhand.

We have also launched our “D2C” website [www.starshine.co.in](http://www.starshine.co.in) for our products which will increase our sales, profits, brand value and also to provide direct benefit to the end users. We are also listing our products on e-commerce platform i.e. Amazon and Flipkart etc.

*(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 81 of this draft prospectus.)*

❖ **Summary of the industry in which our Company operates:**

The Indian consumer durables market is broadly segregated into urban and rural markets and is attracting marketers from across the world. The sector comprises of a huge middle class, relatively large affluent class and a small economically disadvantaged class. Global corporations view India as one of the key markets from where future growth is likely to emerge. The growth in India’s consumer market would be primarily driven by a favourable population composition and increasing disposable income.

According to Department for Promotion of Industry and Internal Trade, between April 2020-March 2021 (FY21), exports of electronic goods from India stood at US\$ 11.1 billion. In May 2022, US\$ 1.34 billion worth of electronic goods were exported. Between April 2000-March 2022, electronic goods attracted FDI inflows of US\$ 3.58 billion.

Indian appliance and consumer electronics (ACE) market is expected to increase at 9% CAGR to reach Rs. 3.15 trillion (US\$ 48.37 billion) in 2022. Demand growth is likely to accelerate with rising disposable income and easy access to credit. Increasing electrification of rural areas and wide usability of online sales would also aid growth in demand. The government anticipates that the Indian electronics manufacturing sector will reach US\$ 300 billion (Rs. 22.5 lakh crore) by 2024–25.

*(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 65 of this draft prospectus.)*

**(B) NAME OF THE PROMOTERS OF OUR COMPANY:**

(i) Roshan Jain, (ii) Mr. Ankit Jain, and (iii) Mr. Anekant Jain are the promoters of our company. *(For further details, please refer chapter “Our Promoters and Promoters Group” beginning from page no. 118 of this draft prospectus.)*

**(C) SIZE OF THE ISSUE:**

Initial Public issue of **22,80,000** equity shares of face value of ₹10/- each (“Equity Shares”) of Arham Technologies Limited (“The Company” or “The Issuer”) for cash at a price of ₹42/- per equity share (“The Issue Price”), aggregating to ₹ **957.60** Lakhs (“The Issue”), of which **1,14,000** equity shares of face value of ₹10/- each for cash at a price of ₹42/- per equity share, aggregating to ₹**47.88** lakhs will be reserved for subscriptions by the Market Maker to the issue (The “Market Maker Reservation Portion”). The issue less market maker reservation portion i.e., Issue of **21,66,000** equity shares of face value of ₹10/- each for cash at a price of ₹42/- per equity share, aggregating to ₹**909.72** lakhs is here-in after referred to as the “Net Issue”. The issue and the net issue will constitute 26.95% and 25.60% respectively of the post issue paid up equity share capital of the company.

**(D) OBJECTS OF THE ISSUE:**

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

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working capital requirements	834.00	87.09%	834.00
B	Issue related expenses	48.60	5.08%	48.60
C	General corporate expenses	75.00	7.83%	75.00
	<b>Total IPO Proceeds</b>	<b>957.60</b>	<b>100.00%</b>	<b>957.60</b>

For further details, please refer chapter “Objects of the Issue” beginning from page no. 56 of this draft prospectus.

**(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT PROSPECTUS:**

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
Roshan Jain	19,62,000	31.75%
Ankit Jain	17,49,000	28.30%
Anekant Jain	11,34,000	18.35%
<b>Total Promoters Shareholding (A)</b>	<b>48,45,000</b>	<b>78.40%</b>
<b>Promoter Group</b>		
Roshan Jain & Sons	8,40,000	13.59%
Rukmani Jain	4,80,000	7.77%
Kanika Jain	13,500	0.22%
Pranav Jain	1,500	0.02%
<b>Total Promoters Group Shareholding (B)</b>	<b>13,35,000</b>	<b>21.60%</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>61,80,000</b>	<b>100.00%</b>

**(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:**

Particulars	31-03-2022	31-03-2021	31-03-2020
Total Share Capital	206.00	206.00	206.00
Total Net Worth	713.44	411.44	164.75
Total Revenue	3,727.37	2,280.11	1,379.28
Profit After Tax	302.01	203.76	56.51
Face Value per equity shares	10.00	10.00	10.00
Earnings Per Share (Basic & Diluted) <i>(As per Restated financials)</i>	14.66	9.89	2.74
Net Asset Value per equity share <i>(As per Restated financials)</i>	34.63	19.97	10.08
Total Borrowings	1,032.89	813.38	730.68

(For further details, please refer chapter “Capital Structure” and “Financial statement as Restated” beginning from page no. 43 and 125 respectively of this draft prospectus.)

**(G) AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:**

The auditor report of Restated Financial information of Arham Technologies Limited, for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 does not contain any qualifications which have not been given effect in the restated financial statement. (*For further details, please refer chapter “Financial statement as Restated” beginning from page no. 125 of this draft prospectus.*)

**(H) SUMMARY OF OUTSTANDING LITIGATIONS:**

There are certain outstanding litigation pending against the company, directors, promoters, Promoters Group and Group Entity. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our business and financial status. A summary of these legal and other proceedings is given below:

Sr No.	Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable (amount in ₹)
1	<b>Filed against the Company</b>		
	Nil	--	--
2	<b>Filed by the Company</b>		
	Nil	--	--
3	<b>Filed against our Promoter Group</b>		
	Nil	--	--
	<b>Total</b>		

For further details, please refer chapter “*Outstanding Litigation and Material Development*” beginning from page no. 165 of this draft prospectus.

**(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this draft prospectus.

(*For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 19 of this draft prospectus.*)

**(J) SUMMARY OF CONTINGENT LIABILITIES:**

As on March 31, 2022, there are no contingent liabilities of our Company.

**(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:**

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Opening Balance Payable	79.10	52.75	50.55
Loan taken during the year	161.00	46.10	2.20
Loan repaid during the year	140.00	19.75	0.00
Closing Balance of Expenses	100.10	79.10	52.75
Directors/Relative Remuneration	20.02	13.15	18.26

*For details pertaining to Related Party Transactions, kindly refer to the chapter titled “Financial Statements as Restated – Related Party Transactions” beginning on page no. 137 of this draft prospectus*

**(L) DETAILS OF FINANCING ARRANGEMENT:**

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this draft prospectus.

**(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Sl. No.	Name of the Promoter	No. of Shares Acquired during last one Year	Consideration	Weighted Average Price (In ₹ per Equity Share)
1	Roshan Jain	13,08,000	Nil	--
2	Ankit Jain	11,66,000	Nil	--
3	Anekant Jain	7,56,000	Nil	--

*(The shares were acquired pursuant to Bonus issue of shares for which no consideration has been paid)*

**(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:**

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Roshan Jain	19,62,000	3.33
2	Ankit Jain	17,49,000	3.33
3	Anekant Jain	11,34,000	3.33

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance, bonus issue, if any and the net cost of acquisition has been divided by total number of shares held as on date of the draft prospectus.*

**(O) DETAILS OF PRE-IPO PLACEMENT:**

Our Company has not proposed any Pre-IPO placement from the date of this draft prospectus till the listing of the Equity Shares.

**(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
05-09-2022	41,20,000	N/A	Nil	Bonus Share	#	Capitalization of Reserves

*# For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled “Capital Structure” beginning on page no. 43 of this draft prospectus.*

**(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of this draft prospectus.

**(R) EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

The Company has not sought for any exemptions from complying with any provisions of securities laws.

### SECTION III: RISK FACTORS

#### RISK FACTOR

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 81 and 160 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.*

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

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

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

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

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

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

#### **INTERNAL RISK FACTOR**

1. **The company is highly dependent on the sale of LED TVs [Starshine Brand] and its business is exposed to risks related to product concentration, which could materially and adversely affect the business, financial condition, results of operations, and prospects of the company.**

The sale of LED TVs is the largest contributor to the total revenue and contributes as much as 69.14 %, 91.23 %, and 93.79% to the company's revenue from operations in Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively. As a result, the business of the company is exposed to risks related to product concentration. Company's inability to produce sufficient quantities of the existing products offered to its customers in a timely manner or at all, or the company's failure to develop new products that meet the evolving demands of end consumers or to obtain the regulatory approvals for such products, the development of successful products by its competitors and general economic conditions. In addition, the business, financial condition, results of operations and prospects could be materially and adversely affected if one or more of these uncertainties or disruptions occur.

2. **The Company's inability to predict accurately the demand for its products and to manage the production and inventory levels could materially and adversely affect the business, financial condition, results of operations and prospects of the Company.**

The Company is engaged in production of electrical appliances and consumer durable goods. Currently the company operated as an OEM partner for different brands, who in turn sell the products primarily to end consumers. The Company however monitor its inventory levels at different stages of supply chain based on its own estimates of future demand for the products manufactured.

The end consumers generally make purchasing decisions for any product manufactured by the company based on market prices, economic condition and preferences and certain other factors that the company or the brand for which the company manufactures, may not be able to anticipate accurately in advance. Any negative change in preferences of the end consumers for the products could result in reduced demand for the same.

An inaccurate forecast of demand for any of the products manufactured by the company can result in the unavailability of any other product, that are in high demand, which may adversely affect results of operations, customer relationships and market share.

Conversely, an inaccurate forecast of demand or return of products can also result in a surplus of the same, which may increase storage and other related costs, negatively impact cash flows, reduce the quality of inventory, erode margins substantially and may ultimately result in write-offs of inventory, any of which circumstances could materially and adversely affect business, financial condition, results of operations and prospects of the company. These factors could result in lower revenue or operating margins and in turn, materially and adversely affect the business, financial condition, results of operations and prospects.

**3. The Company has not entered into any long-term contracts with any of its customers and the company typically operate on the basis of Contracts/ orders. Inability to maintain regular order flow would adversely impact company's revenues and profitability.**

The Company has long standing business relationships with various dealers, customers, traders and retailers [Collectively called as "Clients"] and has been serving its clients since many years. The Company has not entered into any specific long term contracts with these clients and cater to them on an order-by-order basis. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, the company may be unable to seek compensation for any surplus unpurchased products that they manufacture. Consequently, there is no commitment on the part of the customer to continue to source their requirements from the company, and as a result, the sales from period to period may fluctuate significantly as a result of changes in clients' preferences.

Additionally, the customers have high and exacting standards for product quantity and quality as well as delivery schedules. Any failure to meet customers' expectations could result in cancellation of orders. There are also a number of factors other than the company's performance that are beyond control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on business, results of operations and financial condition of the company.

**4. The dependence on third-party services could have an adverse effect on the business financial condition and results of operations.**

The present operations of the company are significantly dependent of third party for procurement of various consumer electronic equipment like Fans, Air Cooler, Mixer Grinders and Washing Machines. These goods are originally produced by a third party manufacturer and are sold by the company under its name. The company cannot assure its investors that it will be able to obtain access to preferred third-party services for its supply/sale requirements, or at attractive rates or that these services will have adequate available capacity to meet the inventory needs or be able to meet the requirements in a timely manner.

Further, if the company is unable to procure the services of third-party capable of sufficiently scaling up operations in response to increased demand from customers, the company might be compelled to make capital expenditures or seek out costlier or lower quality third-party service to meet the requirements. Furthermore, any inability to secure vehicles or courier services for transportation of goods manufactured by the company or for goods to be transported to the company manufactured by the third party or on attractive terms could have an adverse effect on the business prospects, financial condition and results of operations of the company.

**5. The Company faces competition in business from organized and unorganized players, which may adversely affect business operation and financial condition.**

The market for consumer electronic appliances industry is competitive on account of both the organized and unorganized players. The Market players in this industry generally compete with each other on key attributes such as timely delivery, pricing, the quality etc. Some of the competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover,

the unorganized sector offers their products at highly competitive prices which may not be matched by the company and consequently affect the volume of sales and growth prospects of the company.

Growing competition may result in a decline in the market share and may affect the margins which may adversely affect business operations and financial conditions of the company. However, in July 2021, imports of Assembled LED Televisions in India was put under restricted category by Government of India, i.e, all the 'Made in India' Televisions will only be sold in India, which brings tremendous opportunity for the company to increase the market size of the LED TVs being originally manufactured by the company. After the Government's policy of, the company is said to have advantage in the Indian market against its competitors, as most of them were engaged in importing Televisions from China earlier.

**6. The business and results of operations are dependent on the contracts that the company enters into. Any breach of the covenants under these contracts may adversely affect our business and results of operations.**

The company at present enters into contracts with its customers which, depending on the customer, may contain terms and conditions which include among others the nature and specification of products to be manufactured and supplied, details of vendors of raw materials that are approved by some of customers, manner of inspection and testing of products manufactured, representation and warranties made by us in relation to our manufacturing capabilities, process to be followed in case of defects, steps to ensure compliance with applicable laws, quality of products, undertakings in relation to protection of intellectual property of customers, indemnification of customers due to negligence or breach of any term of the agreement, defect warranties in relation to the products manufactured or assembled by the company.

While, the company consider all factors internally prior to entering into such contractual agreements, the company cannot assure that it will not enter into such agreements in the future. This may result in potential loss of customers as it may not be able to manufacture products for such customers in the future as may not be willing to work with them. Additionally, non-compliance with the terms of the contractual arrangements may lead to among others damages or penalties, termination of the agreements and will also result in the company being unable to attract further business in the future.

**7. The company's success depends heavily upon our Promoters and Directors for their continuing services, strategic guidance and financial support.**

The success of the company depends heavily upon the continuing services of Promoters & Directors who are the natural person in control of the Company. The Promoters have a vast experience in the field of distributorship. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted the Company's current customer and supplier relations. The Company believe that its Promoters, who have rich experience in this industry, managing customers and handling overall businesses, has enabled it to experience growth and profitability. The company benefits from its relationship with its Promoters and the success of the company depends upon the continuing services of Promoters who have been responsible for the growth of business and are closely involved in the overall strategy, direction and management of business.

Further, the Promoters are also part of certain other firms / ventures and may continue to do so. If they divert their attention to such other concerns, the company might not be able to function as efficiently and profitably as before. The company may have to incur additional costs to replace the services of its existing Promoters or may not be able to do so at all, which could adversely affect business operations and affect the company's ability to continue to manage and expand the business. Further, the company also depend significantly on the company's directors for executing their day-to-day activities. If the Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, the company may not be able to replace them easily or at all, and business, financial condition, results of operations and prospects of the company may be materially and adversely affected.

**8. The Company does not obtain firm and long-term volume purchase commitments from its customers. If the current customers choose not to renew their agreements with the company or continue to place orders, the business and results of operations of the company will be adversely affected.**

The Company enter into agreements with its customers for specific products, which are generally valid for a specified time period and are renewed on a regular basis if both the parties decide to do so. These agreements include general terms of sale, specification requirements and pricing policy, but such agreements do not obligate the customers to place an order with the company. Actual orders are based on purchase orders issued by customers from time to time. However, such orders may be amended or cancelled prior to finalization, and should such an amendment or cancellation take place, it may adversely impact production schedules of the company. Further, the specific terms for each shipment, such as pricing and quantities, are also confirmed at the time each order is placed. There is no guarantee that inspite of having contractual arrangement with the clients/customers, that the company is assured of generating revenues in the future as they are not under any obligations to outsource their manufacturing requirements to the company.

Accordingly, the company is not in a position to predict the extent of revenues that it can generate for each of the products manufactured and/ or sold by the company in the future. The short-term nature of customers' commitments and the changes in demand for their products could reduce the company's ability to estimate accurately future customer requirements, make it difficult to schedule production and limit its ability to maximize utilization of the manufacturing capacity. Thus in turn have a material adverse effect on our financial condition, results of operations and prospects.

**9. The Company had negative cash flow from operating activity in recent fiscals, details of which are given below.**

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

(₹ in lakhs)

Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
Net cash from operating activities	(273.07)	(138.55)	(1.37)
Net Cash (used in) / from investing activities	139.89	(29.87)	(12.06)
Net Cash used in financing activities	222.53	161.24	(75.71)
<b>Net increase/(decrease) in cash and cash equivalent</b>	<b>89.35</b>	<b>(7.17)</b>	<b>(89.14)</b>

**10. The markets in which the customers of the company compete are characterized by consumers and their rapidly changing preferences, advancement in technology and other related factors including lower manufacturing costs and therefore as a result the Company may be affected by any disruptions in the industry.**

The company is a design-focused products and solutions company in India engaged in manufacturing LED TVs and other home appliances. Thus, the markets in which it and its customers compete are characterized by rapidly changing technology, evolving industry standards and continuous improvements in products and services. These conditions frequently result in short product life cycles. Some of the customers for whom the company manufacture products for may also chose not to continue operations in India for many reasons which can also include customer preferences, among others.

If the end-user demand is low for the company's customers' products, companies for who the company manufacture products may see significant changes in orders from customers and may experience greater pricing pressures. Therefore, risks that could harm the customers of the industry could, as a result, adversely affect the Company as well.

Therefore, the company's success is dependent on the success achieved by its customers and clients in developing and marketing their products. If technologies or standards supported by customers/ clients become obsolete or fail to gain widespread commercial acceptance, customers may experience a reduced demand for their products which may affect sales of the company, a decline in sales and in operating margins depending on the nature of the product and the end user demand and all of these combined may gradually result in a loss of customers including key ones. The company is continuously striving to reduce the risks inherent in relying on a small number of products by developing and producing new products in the verticals in which it operates and to keep pace with the rapidly emerging technological changes taking place; especially in the consumer durables segment. However, there can be uncertainty regarding the development and production of these products as planned and failure to anticipate or respond rapidly to advances in technology can have a material adverse effect on financial condition, results of operations and prospects of the company.

**11. The company in the past entered into related party transactions and may continue to do so in the future.**

The Company has entered into certain transactions with its Promoters, Promoter Group and Directors and other Related Parties. While it is to be believed that all such transactions are conducted at arm's length basis, there can be no assurance that the company could not have achieved more favourable terms had such transactions not been entered into with related parties.

Furthermore, it is likely that the company might enter into related party transactions in future as well. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on the financial condition and results of operations of the company.

**12. The Company may not be able to optimally utilize its integrated service model to enhance and support the business which may affect business operations, reputation and profitability.**

The Company aim is to continuously earn customer's trust and confidence through personal attention, and hence the output of the product as per customer requirement is the foremost thing which shall be considered and attended through

technology mode. The company believes in providing quality products to its customers, which is facilitated in its fully integrated and self-reliant manufacturing facility. The company is devoted to quality assurance. The quality checks ensure that no defective products reached the customer and ensure reduced process rejection. The Company believe that its quality products have earned a goodwill from its customers, which has resulted in customer retention and order repetition also new addition to the customer base. The company rely on its integrated services for timely and quality manufacturing of the products to fulfil customers' demands. Should there be any disruptions or malfunctions at any of the facilities as a result of which the components required for manufacturing the end products are not available on time, the company may have to procure such components from third party suppliers which may not be available at short notice in the volume required for the production, within the timelines required by the company or at the rates favourable to it which may have an adverse effect on the profitability and results of operations. Such failure to procure quality components on time may also harm the reputation and may cause its customers to terminate agreements.

**13. The success of the Company also depends to an extent on its research and development capabilities and failure to derive the desired benefits from its product research and development efforts may hurt the competitiveness and profitability of the company in the long-run.**

For any company, innovation, novelty, procedural as well as technical progress are key factors for its success in the long term. The Company constantly encourages its people to innovate and develop new products for catering to demands of the customers. However, as on the date the company cannot assure that its future product research and development initiatives will be successful or be completed within the anticipated time frame or budget, or that its newly developed or improvised products will achieve wide market acceptance from its customers. Even if such products can be commercially successful, there is no guarantee that they will be accepted by the customers and achieve anticipated sales target or in a profitable manner.

Additionally, there can be no guarantee that the time and effort that the company spend in research and development would be beneficial to the Company. There can be assurance that costs incurred towards research and development may in the future actually reduce the costs incurred towards production of these products.

**14. All manufacturing facility of the company is concentrated in Chhattisgarh, which exposes us to risks of concentration.**

All the manufacturing facilities and operations are concentrated in Raipur, which exposes the company to risks of concentration. All the facilities like registered office, manufacturing unit and processing unit and operations are concentrated in Chhattisgarh. In the event of a regional slowdown in the business, economic activity in Chhattisgarh and especially in and around Raipur, or any developments or natural disaster that make projects in Chhattisgarh less economically beneficial, the business, financial condition and results of operations could be adversely affected.

**15. The activities carried out at the manufacturing facility of the company can cause injury to people or property in certain circumstances.**

The activities carried out at the manufacturing facility of the company may be potentially dangerous to its laborers and workers. While the company at its end employ safety procedures in the operation of manufacturing facility and maintain what it believes to be adequate insurance, there is a risk that an accident may occur at the manufacturing facility. An accident may result in personal injury to any of its worker or the labour deployed at these facility, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of the operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on the business, financial condition, results of operations, cash flows and prospects of the company.

**16. The company's business is dependent on certain suppliers and loss of any one or more of them would have a material adverse effect on business.**

The substantial portion of the purchases has been dependent upon few suppliers. Raw materials like open cell, Electronic Circuit (Mainboard), Cabinet and Back Light Units (BLU) are imported from China and Hong Kong. For instance, the top ten suppliers accounted for 18.40%, 36.71% and 30.29% of the total purchase for the Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively. The Company have not entered into long term agreements with the suppliers and the success of the business is accordingly dependent on maintaining good relationships with the various suppliers for regular supply of raw material required. The inability of a supplier to meet these requirements, the loss of a significant supplier, or any labour issues or work stoppages at a significant supplier could disrupt the supply of raw materials and parts to production

facilities, preventing the Company from delivering to its customers, or cause returns of products, which may have an adverse effect on business, results of operations and financial condition of the company.

**17. A portion of the Company's revenues has been dependent upon a few customers. The loss of any one or more of its major customers would have a material adverse effect on its business, cash flows, results of operations and financial condition.**

A portion of the Company's revenues has been dependent upon a few customers. For instance, the top ten customers accounted for 7.73%, 16.18% and 13.42% of its revenue from operations for Fiscal 2020, Fiscal 2021 and Fiscal 2022 respectively. It is pertinent to note that, the loss of one or more of these customers or a reduction in the amount of business that the company obtain from them could have an adverse effect on its business, growth and results of operations, financial condition and cash flows.

In addition, the company generates revenue by providing manufacturing services for LED TVs to its key customers. If one or more of its customers were to become insolvent or otherwise unable to pay for the products supplied by the company, this could have a have an impact on the business as the company may not be able to recoup the unpaid production costs and materials incurred for manufacturing purposes.

At present the company's revenue from products for OEM Brand contributes to 6.21%, 5.85%, and 6.04% of the total revenue for Fiscals 2022, 2021 and 2020 respectively.

Further the company's revenue from third party manufacturer attributable to the Fans, Air Coolers, Mixer Grinders, and Washing Machines, contributes to 24.65%, 2.92%, and 0.17% of the company's revenue from operations of its total revenue for fiscals 2022, 2021 and 2020 respectively.

There can be no assurance that the past performance of the business verticals including under third party manufacturer or OEM can continue in the future.

**18. The company may not be able to successfully develop new production processes and new products if it is unable to identify emerging trends and are not able to predict user preferences.**

The LED TVs, and consumer durables, industry are characterized by rapidly changing technology, evolving industry standards, new service and product introductions and changing customer demands. The ability to anticipate changes in technology and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. The Company evaluates new products and production processes on a regular basis. The company believe that its future success will depend in part upon our ability to develop new production processes and to develop and market new products which meet evolving customers' needs and successfully anticipate or respond to technological changes in production processes in a cost-effective manner and on a timely basis. The Company has co-operated in the past and continues to be actively involved as an OEM and Third Party player and intends to continue engaging in research and development activities to keep pace with market developments and remain competitive. There can be no assurance that it will be able to secure the necessary technological knowledge or will be successful in developing new manufacturing processes and new products that will allow the company to adapt to the changing consumer preferences. If it is unable to develop these in a timely manner, or at all, it may be unable to effectively implement its strategies, and its business and results of operations may be adversely affected. To compete effectively in the electronics manufacturing industry, it must be able to develop and produce new products to meet its customers' demand in a timely manner. However, the company cannot assure, that it will be able to install and commission the equipment needed to manufacture products for its customers' new product programs in time for the start of manufacturing, or that the transitioning of manufacturing facilities and resources to full production under new product programs will not impact production capacity or other operational efficiency measures at its facilities. As a result, the company may incur capital expenditures to develop products to meet customer demands. The Company's failure to successfully develop and manufacture new products, or a failure by its customers to successfully launch new products, could materially adversely affect the results of operations.

**19. The company could suffer adverse publicity and incur substantial costs as a result of defects in its services, which in turn could adversely affect the brand value, and its sales could be diminished if the company is associated with negative publicity.**

Any failure or defect in packaging products could result in a claim for damages, regardless of the responsibility for such a failure or defect. Although the company attempt to maintain quality standards, it cannot assure that all services would be of uniform quality, which in turn could adversely affect the value of the brand, and sales could be diminished if the company is associated with negative publicity.

Any negative publicity regarding the Company, brand, or its products, including those arising from a drop in quality of services, or any other unforeseen events could affect the company's reputation and its results from operations.

**20. The company require certain approvals and/or licenses in the ordinary course of business to operate. Failure to obtain and/or renew them timely manner may affect the operations of the company.**

The company require certain statutory and regulatory approvals, licenses, registrations and permissions, and applications need to be made at the appropriate stages for the business to operate. In this regards the company has obtained the required license for carrying out business activity including the Factory License, Trade License, Shops and Establishment Certificate, GST Registration and MSME Registration etc.

As on the company has obtained necessary approvals and certificates for establishment and conduct of business. Further, there can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. As a result, the company might not be able to execute its business operations as planned. Furthermore, an inability to obtain or maintain approvals or licenses required for the operations may adversely affect the operations.

Government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are onerous and may require significant expenditure. Moreover, approvals, licenses, clearances, and consents covering the same subject matter are often required at State Government levels. If the company fail to comply, or a regulator claims that that company has not complied, with these conditions, the company might not be able to commence or continue with work.

**21. The Company's clients operate in various industry segments/verticals and fluctuations in the performance of the industries in which the clients operate may result in a loss of clients, a decrease in the volume of work undertake or the price at which the company offer its products.**

The Company's business operations are exposed to fluctuations in the performance of the industries in which its significant clients operate. Clients may also decide to reduce spending on services due to a changing economic environment and other factors relating to the industry in which they operate. For instance, in this period of pandemic wherein all the industries are facing a slowdown and cash crunch due to the lockdown and other restrictions imposed by several State Governments, has resultant in a widespread impact on the industry. A loss of any significant clientele, a decrease in the volume of work that the company's clients outsource or a decline in prices of the products offered by the company may materially and adversely affect its business, operations, financial condition and results of operations.

**22. Non-compliance with amendment in Safety, Health and Environmental laws and other applicable regulations, may adversely affect the Company's results of operations and its financial condition.**

The company is subjected to the jurisdiction and is governed by Indian Law, rules and regulations in relation to safety, health and environmental protection due to the nature of the business of the company. These safety, health and environmental protection laws and regulations inter alia impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of the Company's operations and products. Failure to comply with any existing or future regulations applicable to the Company may result in levy of fines, penalties, commencement of judicial proceedings and/or third-party claims, and may adversely affect the results of operations and financial condition.

**23. The operations of the company may be adversely affected by strikes, work stoppages or increased wage demands by workforce or any other industrial unrest or dispute.**

The company cannot be certain that it will not suffer any disruption to operations due to strikes, work stoppages or increased wage demands in the future. Further, if the work force forms union or associate themselves with any existing unions, or collective bargaining efforts by labour unions may divert the management's attention and result in increased costs. These actions might cause unrest and delay in business operation of the company. Any shortage of skilled and experienced workers caused by such industrial unrest or disputes may adversely affect the business, results of operations and financial condition. As of the date no such instance of labour dispute and arose in the company.

Further, the labour laws in India are strict and the company may be held liable for wage payments or benefits and amenities made available to "daily wage" workers. Any requirement to discharge such payment obligations, benefits or amenities or to absorb a significant portion of the "daily wage" workers on rolls may adversely affect the business, results of operations and financial condition.

**24. The company could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect the company's financial condition, results of operations and reputation.**

Employee misconduct or errors could expose the company to business risks or losses, including regulatory sanctions and serious harm to the company's reputation. There can be no assurance that the company will be able to detect or deter such misconduct. Moreover, the precautions taken to prevent and detect such activity may not be effective in all cases. The employees and agents may also commit errors that could lead to claims and proceedings for alleged negligence, as well as regulatory actions on account of which the business, financial condition, results of operations and goodwill of the company could be adversely affected.

**25. Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.**

The business activities of the company are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect the production and execution schedule and timely delivery/completion of products/projects which may adversely affect business and result of operations of the company. Though as on the date the company has not faced any labour problem in the past, it cannot assure that it will not experience disruptions to its operations due to disputes or other problems with the work force employed, which may lead to strikes, lock-outs or increased wage demands. Such issues could have an adverse effect on business, and results of operations of the company.

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

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

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

**27. The industry segments in which the company operate are fragmented and have multiple levels of competition from small and medium-scale manufacturers. Thus, the competition faced by other business entities may affect the business operations and financial conditions of the company.**

The market for the product of the company is competitive on account of both the organized and unorganized business entities. Manufacturers in this industry generally compete with each other on key attributes such as technical competence, quality of products, distribution network, pricing and timely delivery. Some of the competitors of the company might have long industry experience and greater financial, technical and other resources, which may enable them to react faster to changing market scenarios and remain competitive.

Moreover, the unorganized sector offers its products at highly competitive prices which may not be matched by the company and consequently affect the volume of sales and growth prospects. Growing competition may result in a decline in the market share and may further affect margins which may adversely affect the business operations and financial condition.

**28. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by the customers, which may have an adverse effect on the business, financial condition and results of operations of the company.**

The company may encounter problems in executing the orders in relation to the products offered, or executing it on a timely basis. This situation may arise due to certain factors like power supply, bad weather conditions, an insufficient supply of raw material etc. Moreover, factors beyond the company's control or the control of its customers may postpone the delivery of such products or cause their cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from customers' discretion or problems encountered during delivery of such products or reasons outside the control or the control of customers, the company might not be in a position to predict with certainty when, if or to what extent it may be able to deliver the orders placed.

Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that the company expect to be paid in respect of such products. Further, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay the amounts owed. To date no such incidence has occurred with the company as the company caters to the needs of traders and provides them with the desired quality and quantity in time, however with expansion in business both geographically and demographically, the company cannot be certain that such situation will not arise in future, thus adversely affecting the business prospects of the company.

**29. The Company is dependent on the continuing operation of its manufacturing facilities. Any significant interruption in manufacturing at its facilities could have a material adverse effect on business, results of operations and financial condition.**

The Company manufactures substantially all of the products at the manufacturing facility at Electronic Manufacturing Cluster, Naya Raipur, which are subject to the normal risks of industrial production, including equipment breakdowns, labour stoppages, natural disasters, directives from the government.

In case of any disruption at such facilities, it may adversely affect the manufacturing cycle and may lead to time over-run in the execution of the project. All of these manufacturing facilities require a significant amount and continuous supply of electricity and any shortage or non-availability of electricity may adversely affect the operations and working of the company. The manufacturing process of products requires significant electricity.

**30. Changes in the latest technology machinery/ requirement of machinery based on a business opportunity may adversely affect the Company's results of operations and its financial condition.**

Modernization and technology gradation is essential for the business to reduce costs and increase output. Changes in technology may render the current technologies including plant and machinery obsolete or will require the company to make substantial capital investments. However, the company's current manufacturing units have machinery with the latest technology. Further, the company strive to keep its technology, equipment and machinery in line with the latest technological standards.

But in future, the company might be required to implement new technology or upgrade the existing machinery and other equipment employed. The costs of upgrading technology and modernizing the plant and machinery may be significant which could substantially affect the financial requirements of the company and its operations. Further, in case of machinery requirements based on business opportunity/ latest technology machinery, the company will have to incur huge expenditures which may adversely affect the Company's results of operations and its financial condition.

**31. In addition to normal remuneration or benefits and reimbursement of expenses, the Promoters and Directors are interested in the Company to the extent of their shareholding and dividend entitlement in the Company.**

The Promoters and Directors and Key Managerial Personnel are interested in the Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of the Promoters and Directors may also be interested to the extent of their shareholding and dividend entitlement in the Company.

**32. The company's insurance coverage may not be adequate to protect it against certain operating hazards and this may have a material adverse effect on its business.**

The company have obtained insurance coverage in respect of certain risks. While the insurance policy may be adequate in certain instances, however the insurance policies do not cover all risks, specifically risks such as product defect/liability risk, loss of profits, crop insurance, machinery breakdown, Cash in transit, Directors & Officers Liability and losses due to terrorism. The policy of covering these risks through insurance may not always be effective or adequate. Failure to effectively cover itself against the associated risks may potentially lead to material losses. There can be no assurance that the insurance policies will be adequate to cover the losses/damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If the company suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by it significantly exceeds its insurance coverage, the business, financial condition and results of operations of the company may be materially and adversely affected.

**33. The company is subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.**

As per the present financing arrangements of the company, the agreement contains restrictive covenants whereby the company is required to obtain approval from its lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that the company will be able to comply with the financial covenants under financing arrangements. In the event company breach any financial or other covenants contained in any of financing arrangements, the company may be required under the terms of such financing arrangements to immediately repay its borrowings either in whole or in part, together with any related costs. This may adversely impact results of operations and cash flows of the company.

**34. The intellectual property rights of the company may be infringed upon or the company might infringe the intellectual property rights of third parties.**

At present the company has been using its registered trademarks i.e:  and  to conduct its business and in its day to day dealing. However, the trademarks have expired and application for its renewal has been filed by the company. Therefore, there can be no assurance that these trademarks will not be infringed upon by any other market player. Depending on whether the company is able to discover any such infringement of trademark or successfully enforcement of legal rights in the jurisdictions where such infringements may occur, the business and branding may suffer as a result of any misuse.

In such circumstances, the reputation and business may be adversely affected. Further, if the company decides to pursue action against such infringements to protect the business and its reputation, it could result in diversion of both manual and financial resources, which might adversely affect the business and its financial results.

Similarly, the company might also infringe the intellectual property rights of third parties in the use of its trademark in its operations.

**35. The company might be exposed to the risk of delays or non-payment by clients and other counterparties, which may also result in cash flow mismatches.**

The company might be exposed to counter party credit risk in the usual course of business dealings with clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions.

The company cannot assure of the continued viability of counterparties or that it will accurately assess their creditworthiness. The company also cannot assure that it will be able to collect the whole or any part of any overdue

payments. Any material non-payment or non-performance by clients, business partners, suppliers or other counterparties could affect the financial condition, results of operations and cash flows.

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

Post the Issue as well, Promoter and Promoter Group will collectively own the majority of the equity share capital. As a result, they will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to Board, in accordance with the Companies Act, 2013 and its Articles of Association.

Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of the Company. In addition, Promoter will continue to have the ability to cause to take actions that are not in, or may conflict with, the interests or the interests of some or all of the creditors or other shareholders, and the company cannot assure that such actions will not have an adverse effect on its future financial performance or the price of Equity Shares.

**37. The future funds requirements of the company, in the form of fresh issue of capital or securities and/or loans taken, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.**

The company might require additional capital from time to time depending upon the requirements of the business. Any fresh issue of 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, then it may substantially increase the interest burden and decrease cash flows, thus prejudicially affecting profitability and a liability to pay dividends to its shareholders.

**38. The ability of the company to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in financing arrangements.**

The company might not be in a position to pay dividends or might retain all its future earnings, if any, for use in the operations and growth and expansion of the business. As a result, the company might not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of the Board of Directors of the company and will depend on factors that the Board of Directors deem relevant, including among others, results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, there might be a situation wherein the company might not be permitted to declare any dividends under the loan financing arrangement that Company may enter into future, if there is a default under such loan agreements or unless Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of the Equity Shares. There can be no assurance that the Equity Shares will appreciate in value. The Company's clients have no obligation to avail its service and may either cancel, reduce or delay service orders. The service orders placed by Company's clients are dependent on factors such as the customer satisfaction with the level of consistency of the services that the Company supplies. Although, the company places a strong emphasis on quality, timely delivery of services, in the absence of long term contracts, any change in the service orders could adversely affect the business and the profitability of the Company.

**39. The company's movable and immovable properties have been hypothecated/ mortgaged with the lenders to provide security in respect of finance availed by the company.**

The company has secured its lenders by creating a charge over its movable and immovable properties with respect of loans / facilities availed by the company. The total amounts outstanding and payable by the company as per the last filing with the RoC stands at ₹ 2017.32 lakhs as secured loans. In the event if the company default in repayment of the loans / facilities availed by it and any interest thereof, the properties may be possessed by lenders, which in turn could have significant adverse-effect on business, financial condition or results of operations of the company.

- 40. Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an application.**

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an application. While the company is required to complete allotment pursuant to the issue within six working days from the issue closing date, events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the applicant's ability to sell the Equity Shares Allotted pursuant to the issue or cause the trading price of the Equity Shares to decline on listing.

- 41. There is no monitoring agency appointed by the Company and the deployment of funds are at the discretion of the Management of the company and its Board of Directors, though it shall be monitored by the Audit Committee.**

As per SEBI (ICDR) Regulations, 2009, as amended from time to time, appointment of monitoring agency is required only if Issue size exceeds Rs. 100 Crore. Hence, the company has not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of the Company would be monitoring the utilization of the Issue Proceeds.

## **EXTERNAL RISK FACTORS**

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- 42. Global economic, political and social conditions may harm the ability to do business, increase costs and may negatively affect stock price.**

Global economic and political factors that are beyond company's control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

- 43. Any changes in the regulatory framework could adversely affect the company's operations and growth prospects.**

The company is subject to various regulations and policies. The business and prospects could adversely be affected by changes in any of these regulations and policies [specially since the company is engaged in manufacturing of Plastic Packaging Material], including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that the Company will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on its business, financial condition and results of operations.

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

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

- 45. The company is subject to risks arising from interest rate fluctuations, which could adversely impact the business, financial condition and operating results.**

Changes in interest rates could significantly affect the financial condition and results of operations. If the interest rates for existing or future borrowings increase significantly, the cost of servicing such debt will increase. This may negatively impact the results of operations, planned capital expenditures and cash flows.

- 46. The price of Equity Shares may be volatile, or an active trading market for Equity Shares may not develop.**
- Prior to this Issue, there has been no public market for Equity Shares of the company. However, the trading price of Equity Shares may fluctuate after this Issue due to a variety of factors, including results of operations and the performance of business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of competitors, the Indian Capital Markets and Finance industry, changes in the estimates of performance or recommendations by financial analysts and announcements made by the company or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.
- 47. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on the business, financial condition and results of operations.**
- Taxes and other levies imposed by the Central or State Governments in India that impact the industry in which the company operates 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. There can be no assurance that these tax rates/slabs will continue in the future. Any changes in these tax rates/slabs could adversely affect financial condition and results of operations of the company.
- 48. The company is significantly affected by fluctuations in general economic activity.**
- Demand for in the Events and Activation industry is significantly affected by the general level of commercial activity and economic conditions in the regions and sectors in which the business operates. An economic downturn in a region or sector in which the company operate may adversely affect its operations in that region or sector. Further, the company may also experience more competitive pricing pressure during periods of economic downturn.
- 49. Prospective investors/shareholders may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.**

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges as enumerated below. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

## SECTION IV: INTRODUCTION

### THE ISSUE

*The present Issue of 22,80,000 Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors held on June 02, 2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on June 25, 2022.*

The following is the summary of the Issue:

PARTICULARS	DETAILS
<b>Present Issue<sup>(1)</sup></b>	Up to <b>22,80,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to <b>₹957.60</b> Lakhs.
<b><i>Out of which:</i></b>	
Market Maker Reservation Portion	Up to <b>1,14,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to <b>₹47.88</b> Lakhs.
Net Issue to the Public <sup>(2)</sup>	Up to <b>21,66,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to <b>₹909.72</b> Lakhs.
<b><i>Out of which:</i></b>	
Allocation to Retail Individual Investors for <b>up to Rs. 2.00 lakh</b>	<b>10,83,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to <b>₹454.86</b> Lakhs.
Allocation to other investors for <b>above Rs. 2.00 lakh</b>	<b>10,83,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹42/- per Equity Share aggregating to <b>₹454.86</b> Lakhs.
<b><i>Pre- and Post-Issue Equity Shares</i></b>	
Equity Shares outstanding prior to the Issue	61,80,000 Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue*	84,60,000 Equity Shares having face value of ₹10/- each
<b>Objects of the Issue</b>	Please refer to the section titled " <b>Objects of the issue</b> " beginning on page no. 56 of this draft prospectus.
<b>Issue Opens on</b>	[●]
<b>Issue Closes on</b>	[●]

\*Assuming Full Allotment

<sup>(1)</sup> The present Issue is being made by our Company in terms of Regulation 229(1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

<sup>(2)</sup> This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:

- i. individual applicants other than retail individual investors; and
- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

**Explanation:** For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled "**Terms of the Issue**" beginning on page 185 of this draft prospectus.

## SUMMARY OF FINANCIAL INFORMATION

<b>ANNEXURE - I</b>			
<b>RESTATED STANDALONE SUMMARY STATEMENT OF ASSET AND LIABILITIES</b>			
Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	206.00	206.00	206.00
Reserve And Surplus (excluding Revaluation Reserves, if any)	507.44	205.44	1.67
<b>Non Current Liabilities</b>			
Long-term Borrowings	386.94	171.27	327.40
Deferred tax Liabilities	10.85	1.41	1.33
Long-term Provisions	-	-	-
<b>Current Liabilities</b>			
Short-term Borrowings	645.95	642.11	403.28
Trade Payables	358.03	50.15	37.53
Other Current Liabilities	88.47	198.29	0.49
Short-term Provisions	110.59	67.55	-
<b>Total</b>	<b>2,314.28</b>	<b>1,542.23</b>	<b>977.71</b>
<b>II. Asset</b>			
<b>Non Current Asset</b>			
Fixed Asset			
(i) Tangible Asset	203.59	341.33	363.28
(ii) Intangible Asset	19.34	4.20	-
Other Non Current Asset	-	0.00	1.12
Long-term Loan and Advances	81.55	1.73	-
<b>Current Asset</b>			
Inventories	951.81	846.95	336.82
Trade Receivables	945.93	289.15	186.29
Cash and Cash Equivalents	18.40	16.23	23.41
Short-term Loan and Advances	6.46	42.63	65.04
Other Current Asset	87.19	-	1.75
<b>Total</b>	<b>2,314.27</b>	<b>1,542.22</b>	<b>977.71</b>

For further details, kindly refer the chapter titled "**Financial statement as Restated**" beginning on page 125 of this Draft prospectus.

<b>ANNEXURE - II</b>			
<b>RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS</b>			
<b>Particulars</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Revenue from Operations	3,646.79	2,275.49	1,378.37
Other Income	80.58	4.62	0.91
<b>Total Revenue</b>	<b>3,727.37</b>	<b>2,280.11</b>	<b>1,379.28</b>
<b>Expenses:</b>			
Cost of Operation	3,113.00	2,268.59	1,130.10
Changes in inventories of finished goods	(104.86)	(510.13)	24.05
Employee Benefits Expenses	71.67	44.62	39.09
Finance Costs	110.24	60.96	58.97
Depreciation and Amortization Expense	25.69	48.75	50.43
Other Expenses	89.42	95.63	21.29
<b>Total Expenses</b>	<b>3,305.16</b>	<b>2,008.42</b>	<b>1,323.93</b>
Profit before exceptional and extraordinary items and tax (A-B)	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Exceptional/Prior Period items - Provisions for CSR	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Extraordinary items	-	-	-
<b>Profit Before Tax</b>	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Provision for Tax			
- Current Tax	110.76	76.48	-
- Earlier Year Taxes	-	(8.63)	-
- Deferred Tax Liability / (Asset)	9.44	0.08	1.16
<b>Restated profit after tax for the period from continuing operations</b>	<b>302.01</b>	<b>203.76</b>	<b>56.51</b>
<b>Restated profit for the period</b>	<b>302.01</b>	<b>203.76</b>	<b>56.51</b>

For further details, kindly refer the chapter titled “**Financial statement as Restated**” beginning on page 125 of this Draft prospectus.

<b>ANNEXURE - III</b>			
<b>RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOW</b>			
<b>Particulars</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax	302.01	203.76	56.51
<b>Adjustment for :</b>			
Add Depreciation	25.69	48.76	50.43
Add Finance Cost	-	60.96	58.97
Add Deferred Tax Assets/Liabilities	9.44	0.08	(1.16)
Less Interest on Income Tax Refund	(43.00)	-	-
Less Interest received	-	-	-
Less Profit on sale of Investment	-	-	-
Add: Provision for CSR	-	-	-
<b>Operating profit before working capital changes</b>	<b>294.14</b>	<b>313.56</b>	<b>164.75</b>
<b>Adjustment for :</b>			
(Increase)/Decrease in Trade Receivable	(656.78)	(102.86)	(147.49)
(Increase)/Decrease in Inventories	(104.86)	(510.13)	24.05
(Increase)/Decrease in Short-term Loan and Advances	36.17	22.42	(65.04)
(Increase)/Decrease in Other Current Asset	-	-	-
(Increase)/Decrease in Long Term Loans & Advances	(79.82)	-	-
Increase/(Decrease) in Trade Payables	307.88	12.62	22.39
Increase/(Decrease) in Provisions	43.04	67.55	-
Increase/(Decrease) in Other Current Liabilities	(112.84)	58.30	(0.03)
<b>Net Adjustments</b>	<b>(567.21)</b>	<b>(452.10)</b>	<b>(166.12)</b>
Cash generated from / (used in) operations	(273.07)	(138.55)	(1.37)
Income Tax Paid (Net)	-	-	-
<b>Net cash generated from/(used in) Operating Activities - (A)</b>	<b>(273.07)</b>	<b>(138.55)</b>	<b>(1.37)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Net (Purchase)/Sale of tangible fixed assets	(2.47)	(30.99)	(15.27)
Increase in other Non Current Assets	0.00	1.12	3.21
Net (Purchase)/Sale of intangible fixed assets	(15.14)	-	-
Receipt of Capital Grant	157.50	-	-
<b>Net cash generated from/(used in) Investing Activities - (B)</b>	<b>139.89</b>	<b>(29.87)</b>	<b>(12.06)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Working facilities	3.84	238.83	-
Increase/(Decrease) in Long-term Borrowings	218.69	(16.63)	(420.02)
Increase/(Decrease) in Short-term Borrowings	-	-	403.28
Increase/(Decrease) in Long-Term Provisions	-	-	-
Finance cost	-	(60.96)	(58.97)
<b>Net cash generated from/(used in) Financing Activities - (C)</b>	<b>222.53</b>	<b>161.24</b>	<b>(75.71)</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>89.35</b>	<b>(7.17)</b>	<b>(89.14)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(90.06)</b>	<b>(82.88)</b>	<b>6.26</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>(0.71)</b>	<b>(90.06)</b>	<b>(82.88)</b>

**Note:-**

**1. Components of cash and cash equivalents:**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Cash on hands	17.96	12.54	9.11
Balances with Banks			
-In current accounts	3.47	3.69	14.30
<b>Total Cash and Cash Equivalents</b>	<b>21.43</b>	<b>16.23</b>	<b>23.41</b>

For further details, kindly refer the chapter titled "**Financial statement as Restated**" beginning on page 125 of this Draft prospectus.

## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as '**Arham Technologies Private Limited**' on December 27, 2013 under the provision of the Companies Act, 1956 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies - Chhattisgarh. Subsequently, name of our company changed to '**Arham Technologies Private Limited**' vide fresh Certificate of Incorporation dated February 27, 2014 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies – Chhattisgarh. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "**Arham Technologies Limited**" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated January 11, 2022 bearing Corporate Identification Number U52335CT2013PLC001207 issued by Registrar of Companies – Chhattisgarh. For further details of change in name and registered office of our company, please refer to section titled "**Our History and Certain Corporate Matters**" beginning on page no 102 of the Draft Prospectus.

Brief of Company and Issue Information	
<b>Registered Office</b>	<b>Arham Technologies Limited</b> Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh. <b>Contact Person:</b> Mrs. Pooja Avinash Gandhewar <b>Contact No:</b> +91 70697 66778 <b>Email ID:</b> cs@arhamtechnologies.co.in <b>Website:</b> www.arhamtechnologies.co.in
<b>Branch Office</b>	<b>Arham Technologies Limited</b> Chitrakut Complex, Shop No. 05, Jawahar Nagar, Raipur - 492001, Chhattishgarh. <b>Contact Person:</b> Mr. Anil Jaiswal <b>Contact No:</b> +91 97524 10254 <b>Email ID:</b> support@arhamtechnologies.co.in <b>Website:</b> www.arhamtechnologies.co.in
<b>Date of Incorporation</b>	December 27, 2013
<b>Corporate Identification Number</b>	U52335CT2013PLC001207
<b>Company Category</b>	Company Limited by Shares
<b>Company Subcategory</b>	Indian Non-Government Company
<b>Address of Registrar of Companies</b>	Registrar of Companies, Chhattisgarh, 1st Floor, Ashok Pingley Bhawan, Municipal Corporation, Nehru Chowk, Bilaspur- 495001, Chhattisgarh
<b>Designated Stock Exchange^</b>	<b>National Stock Exchange of India Limited,</b> SME EMERGE Platform of NSE ("NSE EMERGE") <b>Address:</b> Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051
<b>Company Secretary and Compliance Officer</b>	<b>Mrs. Pooja Avinash Gandhewar</b> <b>Arham Technologies Limited</b> Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh. <b>Contact No:</b> +91 70697 66778 <b>Email ID:</b> cs@arhamtechnologies.co.in
<b>Chief Financial Officer</b>	<b>Mr. Ankit Jain</b> <b>Arham Technologies Limited</b> Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh. <b>Contact No:</b> +91 99261 00315 <b>Email ID:</b> ankit@arhamtechnologies.co.in
<b>Peer Review / Statutory Auditor of the company</b>	<b>R. S. Choraria &amp; Associates, Chartered Accountants</b> C-2, 4 <sup>th</sup> Floor, Aishwarya Chambers, G.E. Road, Telibandha, Raipur 492001, Chhattisgarh <b>Tel No:</b> +91 89660 02609 / 89660 02601 <b>E-mail ID:</b> rsjain@gmail.com <b>Contact Person:</b> Ritu S. Jain <b>Designation:</b> Partner <b>Membership No:</b> 074899 <b>Firm Registration No.:</b> 011303C <b>Peer Review Certificate No:</b> 011569 valid upto March 31, 2022

<sup>^</sup> In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to NSE on the EMERGE Platform only for listing of our equity shares.

### Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No .	Name of the Director	DIN	Current Designation	Age	Address
1	Roshan Jain	06381291	Managing Director	56 Years	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
2	Ankit Jain	06381280	Executive Director & Chief Financial Officer	33 Years	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
3	Anekant Jain	06732591	Executive Director & Chief Executive Officer	29 Years	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
4	Rukmani Jain	06381287	Non-Executive Director	56 Years	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
5	Saurabh Agrawal	07472972	Independent Director	33 Years	E-519, Block-G, Near Radha Krishna Mandir, Samta Colony, Raipur - 492001, Chhattisgarh
6	Gaurav Agrawal	07231924	Independent Director	33 Years	E-97B, Balaji Bhavan, Samta Colony, Raipur-492001, Chhattisgarh

For further details of the Board of Directors, please refer to the Section titled "**Our Management**" beginning on page no 106 of this draft prospectus.

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

LEAD MANAGER	REGISTRAR TO THE ISSUE
<b>FINSHORE MANAGEMENT SERVICES LIMITED</b> 'Anandlok', Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal <b>Telephone:</b> 033 – 2289 5101 / 4603 2561 <b>Email:</b> ramakrishna@finshoregroup.com <b>Website:</b> www.finshoregroup.com <b>Investor Grievance Email:</b> info@finshoregroup.com <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>SEBI Registration No:</b> INM000012185 <b>CIN:</b> U74900WB2011PLC169377	<b>CAMEO CORPORATE SERVICES LIMITED</b> "Subramanian Building", #1, Club House Road, Chennai - 600 002, India <b>Telephone:</b> +91-44-40020700, 28460390 <b>Facsimile:</b> +91-44-28460129 <b>Email:</b> investor@cameoindia.com <b>Contact Person:</b> Ms. K. Sreepriya <b>Website:</b> www.cameoindia.com <b>SEBI Registration Number:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613
BANKER TO THE ISSUE AND SPONSOR BANK	LEGAL ADVISOR TO THE ISSUE
[●]	<b>CANDOUR LEGAL</b> 64, The Chambers, Near the Grand Bhagwati, S G highway, Ahmedabad–380 054, Gujarat, India <b>Telephone:</b> +91 72288 88745; +91 – 74054 73227 <b>Email ID:</b> contact@candourlegal.com <b>Website:</b> www.candourlegal.com <b>Contact Person:</b> Mr. Moti Dabhi

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date

of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

#### **Statement of *Inter Se* Allocation of Responsibilities**

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

#### **Self-Certified Syndicate Banks (“SCSBs”)**

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

#### **Issuer Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yesandintmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

#### **Registered Brokers**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as updated from time to time.

#### **Brokers to This Issue**

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

#### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time.

#### **Collecting Depository Participants**

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

#### **Credit Rating**

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

#### **Trustees**

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

#### **Debenture Trustees**

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

#### **IPO Grading**

Since the Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

#### **Monitoring Agency**

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of **₹957.60** Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

### Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Draft Prospectus will be mailed at the e-mail address: [cfddil@sebi.gov.in](mailto:cfddil@sebi.gov.in)

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the ***Registrar of Companies – Chhattisgarh***.

### Issue Programme

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with NSE EMERGE	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allotees	[●]
Commencement of trading of the Equity Shares on NSE EMERGE	[●]

### Expert Opinion

Our Company has not obtained any expert opinions except we have received consent from the Peer review Auditors of the Company to include their name as an expert in this draft prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this draft prospectus.

### Change in Auditors during the last three (3) years

Name of the Auditor	R. S. Choraria & Associates	Nandan Jain & Co.
FRN No	011303C	--
Peer Review No.	011569	--
Date of Appointment	04-10-2021	10-06-2019
Date of Resignation	-	28-08-2021
Period From	01-04-2020	01-04-2019
Period to	31-03-2026	31-03-2024
Email ID	rsjain@gmail.com	nandanfca@yahoo.co.in
Address	C-2, 4th Floor, Aishwarya Chambers G.E. Road, Telibandha Raipur, 492001, Chhattisgarh, India	C-25 Sector-1, Devendra Nagar, Raipur – 492001, Chhattisgarh, India
Reason for Change	Appointment due to casual vacancy	Due to other Occupancy

### Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
<b>Finshore Management Services Limited</b> Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India <b>Tel No:</b> 033 – 2289 5101 / 4603 2561 <b>Website:</b> www.finshoregroup.com <b>Email:</b> ramakrishna@finshoregroup.com <b>Investor Grievance Email:</b> info@finshoregroup.com <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>SEBI Registration No:</b> INM000012185	22,80,000 Equity Shares*	₹ 957.60 Lakhs	100.00%

\*Includes 1,14,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter and Market Maker are sufficient to enable them to discharge their respective underwriting obligations in full.

#### Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	[●]
<b>Address</b>	[●]
<b>Contact Person</b>	[●]
<b>Telephone</b>	[●]
<b>E-mail</b>	[●]
<b>SEBI Registration No</b>	[●]
<b>CIN</b>	[●]

[●], registered with National Stock Exchange of India Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.
- In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE EMERGE.
- In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement
  1. The Market Maker “[●]” shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
  2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE EMERGE and SEBI from time to time.
  3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.

4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on NSE EMERGE (in this case currently the minimum trading lot size is 3,000 equity shares; however, the same may be changed by the NSE EMERGE from time to time).
7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on EMERGE Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the National Stock Exchange of India Limited.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Arham Technologies Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **Arham Technologies Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **Arham Technologies Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the EMERGE Platform of NSE, in the manner specified by SEBI from time to time.
12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Arham Technologies Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** NSE EMERGE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
15. **Punitive Action in case of default by Market Maker(s):** NSE EMERGE Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case they are not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the issue size)	Re-entry threshold for buy quote (including mandatory initial inventory of 5% of the issue size)
Up to Rs.20 Crore	25%	24%
Rs. 20 to Rs.50 Crore	20%	19%
Rs. 50 to Rs.80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

18. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.
  19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
    - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
    - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on NSE EMERGE.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE.*

## SECTION VI: CAPITAL STRUCTURE

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

(Rs. in Lakhs except share data)			
No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	<b>Authorized Share Capital</b>		
	90,00,000 Equity Shares of ₹10/- each	900.00	--
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer <sup>(1)</sup></b>		
	61,80,000 Equity Shares of ₹10/- each	618.00	--
C.	<b>Present issue in terms of the draft prospectus <sup>(2)</sup></b>		
	22,80,000 Equity Shares of ₹10/- each for cash at a price of ₹42/- per share	228.00	957.60
<b>Which Comprises of</b>			
D.	<b>Reservation for Market Maker portion</b>		
	1,14,000 Shares of ₹10/- each for cash at a price a ₹42/- per Equity Share	11.40	47.88
E.	<b>Net Issue to the Public</b>		
	21,66,000 Equity Shares of ₹10/- each for cash at a price a ₹10/- per Equity Share, <i>out of which</i> :	216.60	909.72
	10,83,000 Equity Shares of ₹10/- each for cash at a price a ₹42/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of <b>up to ₹2.00 lakhs</b>	108.30	454.86
	10,83,000 Equity Shares of ₹10/- each for cash at a price a ₹42/- per Equity Share will be available for allocation for allotment to Other Investors of <b>above ₹2.00 lakhs</b>	108.30	454.86
F.	<b>Paid up Equity capital after the Issue</b>		
	84,60,000 Equity Shares of ₹10/- each	846.00	
<b>Securities Premium Account</b>			
G.	Before the Issue		Nil
	After the Issue		665.60

<sup>(1)</sup> Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this draft prospectus.

<sup>(2)</sup> The present Issue of 22,80,000 Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors dated June 02, 2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting of the members held on June 25, 2022.

### Details of changes in Authorized Share Capital of our Company since incorporation:

Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorized Share Capital (Rs.)	Details of change
27-12-2013	On Incorporation	2,00,000	Incorporated with an Authorized Share Capital of ₹2,00,000 comprising of 20,000 Equity Shares of ₹10/- each.
29-03-2015	EGM	6,00,000	Increase in Authorized Share Capital from ₹2,00,000 comprising of 20,000 Equity Shares of ₹10/- each to ₹6,00,000 comprising of 60,000 Equity Shares of ₹10/- each.
15-02-2018	EGM	2,06,00,000	Increase in Authorized Share Capital from ₹ 6,00,000 comprising of 60,000 Equity Shares of ₹10/- each to ₹ 2,06,00,000 comprising of 20,60,000 Equity Shares of ₹10/- each.
02-12-2021	EGM	5,00,00,000	Increase in Authorized Share Capital from ₹ 2,06,00,000 comprising of 20,60,000 Equity Shares of ₹10/- each to ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of ₹10/- each.
25-06-2022	EGM	9,00,00,000	Increase in Authorized Share Capital from ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of ₹10/- each to ₹ 9,00,00,000 comprising of 90,00,000 Equity Shares of ₹10/- each.

## Notes to Capital Structure

### Share capital history of our Company

(1) *Equity shares capital history of our Company:*

The following is the history of the equity share capital of our Company:

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (in ₹)	Cumulative Share Premium (in ₹)
27-12-2013 <sup>(1)</sup>	10,000	10.00	10.00	Cash	Subscribers	10,000	1,00,000	-
30-03-2015 <sup>(2)</sup>	50,000	10.00	10.00	Cash	Rights Issue	60,000	6,00,000	-
22-03-2018 <sup>(3)</sup>	11,50,000	10.00	10.00	Cash	Rights Issue	12,10,000	1,21,00,000	-
24-04-2018 <sup>(4)</sup>	8,50,000	10.00	10.00	Cash	Rights Issue	20,60,000	2,06,00,000	-
05-09-2022 <sup>(5)</sup>	41,20,000	10.00	-	NA	Bonus	61,80,000	6,18,00,000	-

(1) Allotment on Initial subscription to the Memorandum of Association dated 27-12-2013:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Ankit Jain	10.00	10.00	Subscription to MOA	3,000
2	Roshan Jain	10.00	10.00	Subscription to MOA	4,000
3	Anekant Jain	10.00	10.00	Subscription to MOA	3,000
<b>Total</b>					<b>10,000</b>

(2) Further on 30-03-2015 Company has allotted 50,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Rukmani Jain	10.00	10.00	Rights Issue	50,000
<b>Total</b>					<b>50,000</b>

(3) Further on 22-03-2018 Company has allotted 11,50,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Anand Kumar Behera	10.00	10.00	Rights Issue	1,15,000
2	Anil Manjhi	10.00	10.00	Rights Issue	1,50,000
3	Ankit Jain	10.00	10.00	Rights Issue	1,30,000
4	Ashwani Kumar Mishra	10.00	10.00	Rights Issue	1,50,000
5	Bhushan Lal Sahu	10.00	10.00	Rights Issue	1,45,000
6	Chidanand Gowda	10.00	10.00	Rights Issue	90,000
7	Md. Amdul Ali	10.00	10.00	Rights Issue	1,00,000
8	Purneshwar Prasad Tiwari	10.00	10.00	Rights Issue	1,00,000
9	Roshan Jain	10.00	10.00	Rights Issue	40,000
10	Rukmani Jain	10.00	10.00	Rights Issue	1,30,000
<b>Total</b>					<b>11,50,000</b>

(4) Further on 24-04-2018 Company has allotted 8,50,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Anand Kumar Behera	10.00	10.00	Rights Issue	80,000
2	Anil Manjhi HUF	10.00	10.00	Rights Issue	75,000
3	Bhagwat Prasad Sahu	10.00	10.00	Rights Issue	40,000
4	Bhushan Lal Sahu HUF	10.00	10.00	Rights Issue	90,000
5	Mithla Tiwari	10.00	10.00	Rights Issue	60,000
6	Purneshwar Prasad Tiwari	10.00	10.00	Rights Issue	40,000
7	Purneshwar Prasad Tiwari HUF	10.00	10.00	Rights Issue	85,000
8	Roshan Jain HUF	10.00	10.00	Rights Issue	1,60,000
9	Rukmani Jain	10.00	10.00	Rights Issue	1,00,000
10	Shiv Prasad Jain	10.00	10.00	Rights Issue	1,20,000
<b>Total</b>					<b>8,50,000</b>

(5) Further on 05-09-2022, Company has allotted 41,20,000 Equity Share as Bonus Share in the ration 2:1 i.e. two Equity Share for every one fully paid-up share held by existing shareholder on record date as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Roshan Jain	10.00	-	Bonus	13,08,000
2	Ankit Jain	10.00	-	Bonus	11,66,000
3	Anekant Jain	10.00	-	Bonus	7,56,000
4	Rukmani Jain	10.00	-	Bonus	5,60,000
5	Roshan Jain HUF	10.00	-	Bonus	3,20,000
6	Kanika Jain	10.00	-	Bonus	9,000
7	Pranav Agrawal	10.00	-	Bonus	1,000
<b>Total</b>					<b>41,20,000</b>

As on the date of this draft prospectus, our Company does not have any preference share capital.

(2) **Equity shares issued for consideration other than cash:**

As on the date of this draft prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
05-09-2022	41,20,000	Nil	Nil	Bonus Issue	#	Capitalization of reserves

#For list of allottees, see note 05 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(3) **Revaluation of our assets:**

We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(4) **If shares have been issued in terms of any scheme approved under section 230-234 of the Companies Act, 2013:**

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230-234 of the Companies Act, 2013.

(5) ***If shares have been issued under one or more employee stock option schemes:***

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

(6) ***Issue of Equity Shares in the last one year below the Issue Price:***

Except as mentioned above, our company has not issued equity shares at a price lower than the issue price of Rs. 42/- each during the preceding one year from the date of this draft prospectus.

**(7) Shareholding Pattern of our Company:**

The table below presents the current shareholding pattern of our Company as on the date of this draft prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV) #		
								No of Voting Rights					Total as a % of (A+B+C)	Number of Locked in shares (XII)				
								Class: X	Class: Y	Total				No . (a)	As a % of total Shares held (b)	No . (a)	As a % of total Shares held (Sb)	
A1	Promoter	3	48,50,000	-	-	48,50,000	78.40%	48,50,000	-	48,50,000	78.40%	-	78.40%	-	-	-	-	
A2	Promoter Group	4	13,35,000	-	-	13,35,000	21.60%	13,35,000	-	13,35,000	21.60%	-	21.60%	-	-	-	-	
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		7	<b>61,80,000</b>	-	-	<b>61,80,000</b>	<b>100.00%</b>	<b>61,80,000</b>	-	<b>61,80,000</b>	<b>100.00%</b>	-	<b>100.00%</b>	-	-	-	-	-

As on date of this draft prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on EMERGE Platform of NSE.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are under process of dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of National Stock Exchange of India Limited before commencement of trading of such Equity Share.

(i) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Roshan Jain	19,62,000	31.75%
2	Ankit Jain	17,49,000	28.30%
3	Anekant Jain	11,34,000	18.35%
4	Rukmani Jain	8,40,000	13.59%
5	Roshan Jain HUF	4,80,000	7.77%
<b>Total</b>		<b>61,65,000</b>	<b>99.76%</b>

(ii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Roshan Jain	6,54,000	31.75%
2	Ankit Jain	5,88,000	28.30%
3	Anekant Jain	3,78,000	18.35%
4	Rukmani Jain	2,80,000	13.59%
5	Roshan Jain HUF	1,60,000	7.77%
<b>Total</b>		<b>20,55,000</b>	<b>99.76%</b>

(iii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the then existing paid-up capital
1	Roshan Jain	6,54,000	31.75%
2	Ankit Jain	5,88,000	28.54%
3	Anekant Jain	3,78,000	18.35%
4	Rukmani Jain	2,80,000	13.59%
5	Roshan Jain HUF	1,60,000	7.77%
<b>Total</b>		<b>20,55,000</b>	<b>99.76%</b>

(iv) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the then existing paid-up capital
1	Rukmani Jain	2,80,000	13.59%
2	Anand Kumar Behera	1,95,000	9.47%
3	Roshan Jain HUF	1,60,000	7.77%
4	Anil Manjhi	1,50,000	7.28%
5	Ashwani Kumar Mishra	1,50,000	7.28%
6	Bhushan Lal Sahu	1,45,000	7.04%
7	Purneshwar Prasad Tiwari	1,40,000	6.80%
8	Ankit Jain	1,33,000	6.46%
9	Shiv Prasad Jain	1,20,000	5.83%
10	Md. Amdul Ali	1,00,000	4.85%
11	Bhushan Lal Sahu HUF	90,000	4.37%
12	Chidanand Gowda	90,000	4.37%
13	Purneshwar Prasad Tiwari HUF	85,000	4.13%
14	Anil Manjhi HUF	75,000	3.64%
15	Mithla Tiwari	60,000	2.91%
16	Roshan Jain	44,000	2.14%
17	Bhagwat Prasad Sahu	40,000	1.94%
<b>Total</b>		<b>20,57,000</b>	<b>99.85%</b>

(8) ***Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:***  
Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

(9) ***The Details of Shareholding of Promoter's and Promoter Group of Our Company;***

**Capital Build-up of our Promoter's in our Company:** The current promoters of our Company are Mr. Roshan Jain, Mr. Ankit Jain and Mr. Anekant Jain.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this draft prospectus, our Promoters collectively hold 48,45,000 Equity Shares, which constitutes approximately 78.40% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 57.27% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoters</b>				
Roshan Jain	19,62,000	31.75%	19,62,000	23.19%
Ankit Jain	17,49,000	28.30%	17,49,000	20.67%
Anekant Jain	11,34,000	18.35%	11,34,000	13.40%
<b>Total Promoters Shareholding</b>	<b>48,45,000</b>	<b>78.40%</b>	<b>48,45,000</b>	<b>57.27%</b>

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

*Set forth below is the build-up of the equity shareholding of our Promoters since the incorporation of our Company.*

i) **Roshan Jain**

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
27-12-2013	4,000	10.00	10.00	Cash	Subscription to MOA	0.06%	0.05%	No
22-03-2018	40,000	10.00	10.00	Cash	Rights Issue	0.65%	0.47%	No
30-04-2020	80,000	10.00	10.00	Cash	Transfer	1.29%	0.95%	No
30-04-2020	90,000	10.00	10.00	Cash	Transfer	1.46%	1.06%	No
30-04-2020	1,00,000	10.00	10.00	Cash	Transfer	1.62%	1.18%	No
30-04-2020	75,000	10.00	10.00	Cash	Transfer	1.21%	0.89%	No
30-04-2020	1,20,000	10.00	10.00	Cash	Transfer	1.94%	1.42%	No
30-04-2020	1,45,000	10.00	10.00	Cash	Transfer	2.35%	1.71%	No
05-09-2022	13,08,000	10.00	-	Cash	Bonus	21.17%	15.46%	No
<b>Total</b>	<b>19,62,000</b>					<b>31.75%</b>	<b>23.19%</b>	

***ii) Mr. Ankit Jain***

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
27-12-2013	3,000	10.00	10.00	Cash	Subscription to MOA	0.05%	0.04%	No
22-03-2018	1,30,000	10.00	10.00	Cash	Rights Issue	2.10%	1.54%	No
30-04-2020	1,15,000	10.00	10.00	Cash	Transfer	1.86%	1.36%	No
30-04-2020	1,50,000	10.00	10.00	Cash	Transfer	2.43%	1.77%	No
30-04-2020	40,000	10.00	10.00	Cash	Transfer	0.65%	0.47%	No
30-04-2020	90,000	10.00	10.00	Cash	Transfer	1.46%	1.06%	No
30-04-2020	60,000	10.00	10.00	Cash	Transfer	0.97%	0.71%	No
25-11-2021	-5,000	10.00	10.00	Cash	Transfer	-0.08%	-0.06%	No
05-09-2022	11,66,000	10.00	-	Cash	Bonus	18.87%	13.78%	No
<b>Total</b>	<b>17,49,000</b>					<b>28.30%</b>	<b>20.67%</b>	

***iii) Mr. Anekant Jain***

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
27-12-2013	3,000	10.00	10.00	Cash	Subscription to MOA	0.05%	0.04%	No
30-04-2020	1,00,000	10.00	10.00	Cash	Transfer	1.62%	1.18%	No
30-04-2020	1,50,000	10.00	10.00	Cash	Transfer	2.43%	1.77%	No
30-04-2020	40,000	10.00	10.00	Cash	Transfer	0.65%	0.47%	No
30-04-2020	85,000	10.00	10.00	CAsh	Transfer	1.38%	1.00%	No
05-09-2022	7,56,000	10.00	-	Cash	Bonus	12.23%	8.94%	No
<b>TOTAL</b>	<b>11,34,000</b>					<b>18.35%</b>	<b>13.40%</b>	

*Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this draft prospectus.*

(10) As on date of this draft prospectus, our Company has 7 (Seven) shareholders only.

(11) ***The aggregate shareholding of the Promoters and Promoter Group and of the directors of the promoters, where the promoter is a body corporate:***

Our Promoters does not include a Body corporate. The Aggregate shareholding of the Promoters & Promoter Group are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoters</b>				
Roshan Jain	19,62,000	31.75%	19,62,000	23.19%
Ankit Jain	17,49,000	28.30%	17,49,000	20.67%
Anekant Jain	11,34,000	18.35%	11,34,000	13.40%
<b>Total Promoters Shareholding (A)</b>	<b>48,45,000</b>	<b>78.40%</b>	<b>48,45,000</b>	<b>57.27%</b>
<b>Promoter Group</b>				
Rukmani Jain	8,40,000	13.59%	8,40,000	9.93%
Roshan Jain HUF	4,80,000	7.77%	4,80,000	5.67%
Kanika Jain	13,500	0.22%	13,500	0.16%
Pranav Agrawal	1,500	0.02%	1,500	0.02%
<b>Total Promoters Group Shareholding (B)</b>	<b>13,35,000</b>	<b>21.60%</b>	<b>13,35,000</b>	<b>15.78%</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>61,80,000</b>	<b>100.00%</b>	<b>61,80,000</b>	<b>73.05%</b>

- There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.

(12) ***Promoter's Contribution:***

**(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years**

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this draft prospectus, our Promoters collectively hold 48,45,000 Equity Shares constituting 57.27% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, out of which 16,92,000 equity shares being 20% of the post Issue equity share capital of our Company are eligible for the Promoter's Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this draft prospectus until the completion of the lock-in period specified above.

***The details of lock-in of shares for 3 (three) years are as under:***

Sr. No.	Name of the Promoter Shareholder	Number of Shares held	Number of Shares held for lock-in	Post-IPO Share Locked in (In%)	Lock in Period
1	Roshan Jain	19,62,000	6,85,200	8.10%	3 years
2	Ankit Jain	17,49,000	6,10,000	7.21%	3 years
3	Anekant Jain	11,34,000	3,96,000	4.68%	3 years
<b>Total</b>		<b>48,45,000</b>	<b>16,92,000</b>	<b>20.00%</b>	-

*16,92,000 Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.*

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

#### (ii) Details of Equity Shares Locked-in for one (1) year

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238(b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

*The details of lock-in of shares for 1 (one) year are as under:*

Name of Shareholders	Category	No of Shares Held	Lock-in for 3 Years	Lock-in for 1 Years
Roshan Jain	Promoters	19,62,000	6,85,200	12,76,800
Ankit Jain	Promoters	17,49,000	6,10,800	11,38,200
Anekant Jain	Promoters	11,34,000	3,96,000	7,38,000
Rukmani Jain	Promoters Group	8,40,000	-	8,40,000
Roshan Jain HUF	Promoters Group	4,80,000	-	4,80,000
Kanika Jain	Promoters Group	13,500	-	13,500
Pranav Agrawal	Promoters Group	1,500	-	1,500
<b>Total</b>		<b>61,80,000</b>	<b>16,92,000</b>	<b>44,88,000</b>

**(iii) Other requirements in respect of lock-in**

➤ **Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer of Locked-in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters’ Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters’ Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

**(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus:**

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus except as mentioned in this chapter and draft prospectus.

- (13) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (14) The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (15) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this draft prospectus.
- (16) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the draft prospectus.
- (17) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this draft prospectus.

**Other miscellaneous disclosures:**

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this draft prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this draft prospectus.
3. Except as disclosed in the chapter titled "**Our Management**" beginning on page 106 of this draft prospectus, none of our directors or Key Managerial Personnel holds any Equity Shares in our Company.
4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the draft prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the draft prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.
6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this draft prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this draft prospectus.
12. Our Company has not revalued its assets since incorporation.
13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.

- 20.** This issue is being made through Fixed Price method.
- 21.** This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:
- (a) Minimum 50% to the Retail individual investors; and
  - (b) remaining to:
    - i. individual applicants other than retail individual investors; and
    - ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion is either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

**Explanation:** For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

- 22. *Our Promoters and members of our Promoter Group will not participate in the Issue.***

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of **22,80,000** Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of ₹42/- per Equity Share aggregating to ₹957.60 Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

#### **The Objects of the Issue are:**

- A. To meet the working capital requirements
- B. To meet the Issue Expenses
- C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

#### **Requirement of Funds**

The following table summarizes the requirement of funds:

(₹ in Lakhs)				
Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working capital requirements	834.00	87.09%	834.00
B	Issue related expenses	48.60	5.08%	48.60
C	General corporate expenses	75.00	7.83%	75.00
<b>Total IPO Proceeds</b>		<b>957.60</b>	<b>100.00%</b>	<b>957.60</b>
D	Less: Issue Related Expenses	48.60	5.08%	48.60
<b>Net Issue Proceeds</b>		<b>909.00</b>	<b>94.92%</b>	<b>909.00</b>

*The issue proceeds are estimated to be utilized in the FY 2022-23 itself.*

#### **Details breakup of the Use of the Proceeds**

##### **A. Working Capital Requirement and basis of estimation:**

Our business is working capital intensive and our company funds a majority of our working capital requirement through internal accruals. For the expansion of our business and to enter new geographical areas, our company requires additional working capital which is based on our management estimations of the future business plan for the FY 2022-23. However, the management may start utilising the IPO proceeds with in March 2023 for achieving the business plan, subject to listing and trading approval received from exchange within March 2023.

Particulars	31-03-2020	31-03-2021	31-03-2022	31-03-2023
	Restated	Restated	Restated	Estimated
Cash & Bank Balance	23.41	16.23	18.40	52.81
Sundry Debtors	186.29	289.15	945.93	1,387.87
Inventory	336.82	846.95	951.81	1,429.92
Short Term Loans and Advances	65.04	42.63	6.46	200.00
Other Current Assets	1.75	-	87.19	95.00
<b>Total Current Assets</b>	<b>613.31</b>	<b>1,194.96</b>	<b>2,009.79</b>	<b>3,165.60</b>
Sundry Creditors	37.53	50.15	358.03	210.00
Other Current Liabilities	0.49	265.84	199.06	175.00
<b>Total Current Liabilities</b>	<b>38.02</b>	<b>315.99</b>	<b>557.09</b>	<b>385.00</b>
<b>Working Capital Gap</b>	<b>575.29</b>	<b>878.97</b>	<b>1,452.70</b>	<b>2,780.60</b>
<b>Source of Working Capital</b>				
Proceeds from IPO	-	-	-	834.00

Particulars	31-03-2020	31-03-2021	31-03-2022	31-03-2023
	Restated	Restated	Restated	Estimated
Short Term Borrowings	327.40	171.27	386.94	300.00
Internal Accrual	-	-	1,065.76	1,946.60
<b>Total</b>	<b>327.40</b>	<b>171.27</b>	<b>1,452.70</b>	<b>3,080.60</b>

**Assumption on working capital requirement:**

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

Particulars	31-03-2020	31-03-2021	31-03-2022	31-03-2023
Sundry Debtors Holding period (Months)	1.62	1.52	3.11	3.30
Inventory Holding Period (Months)	2.93	4.47	3.13	3.40
Sundry Creditor Holding Period (Months)	0.40	0.27	1.38	0.55

**Justification for Holding Period:**

Particulars	Details
Sundry Debtors Holding period	In Fiscal 2020, 2021 and 2022 our average Debtor holding period was 1.62 months, 1.52 months and 3.11 months respectively. We are estimating to maintain the Debtor holding period at levels of 3.30 months for Fiscal 2023 as per our projected financials and market condition.
Inventory Holding Period	In Fiscal 2020, 2021 and 2022 our average Inventory holding period was 2.93 months, 4.47 months and 3.13 months respectively. We are estimating to maintain the Inventory holding period at levels of 3.40 months for Fiscal 2023 as per our projected financials and market condition.
Sundry Creditor Holding Period	In Fiscal 2020, 2021 and 2022 our average Creditor holding period was 0.40 month, 0.27 month and 1.38 months respectively. However, going forward we are estimating to maintain the Creditor holding period at levels of 0.55 months for Fiscal 2023.

**B. General Corporate Purpose:**

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ 75.00 Lakhs, which is 7.83% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

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

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

**C. Issue Related Expense:**

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. In Lakhs)	% of Total Issue Expenses	% of the Total Issue Size
Lead Manager Fees including other intermediaries Fees	25.00	51.44%	2.61%
Regulators Including Stock Exchanges	15.00	30.86%	1.57%
Advertising and Marketing Expenses	5.00	10.29%	0.52%
Printing and distribution of Issue Stationary	3.60	7.41%	0.38%
<b>Total</b>	<b>48.60</b>	<b>100.00%</b>	<b>5.08%</b>

**Note:**

- **ASBA Bankers:** The SCSBs will be entitled to selling commission of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.
- The SCSBs would be entitled to processing fees of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.
- **SYNDICATE ASBA:** Other intermediaries will be entitled to procurement fees of ₹10/- (plus GST) per valid application form for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.
- **Issuer banks for UPI Mechanism** as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) per valid application form made by the Retail Individual Bidders using the UPI mechanism for processing.
- The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

**Means of Finance:**

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

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

**Appraisal by Appraising Fund:**

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control

of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

**Shortfall of Funds**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

**Bridge Financing Facilities**

As on the date of this draft prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

**Interim Use of Proceeds**

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

**Monitoring Utilization of Funds**

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

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

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

**Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company’s Key Managerial Personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

## BASIS FOR ISSUE PRICE

The Issue Price of ₹42/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹42/- which is 4.2 times of the face value. Investors should also refer “**Our Business**”, “**Risk Factors**” and “**Financial Statements as Restated**” beginning on page no. 81, 19 and 125 respectively, of this draft prospectus, to have an informed view before making an investment decision.

### **QUALITATIVE FACTORS:**

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, “**Our Business**”, beginning on page no. 81 of this draft prospectus.

### **QUANTITATIVE FACTORS:**

The information presented in this section is derived from our Company’s restated financial statements for the financial year ended on 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled “**Financial Statements as Restated**” beginning on page no 125 of this draft prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### **1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:**

##### **Earnings Per Share as per the Company’s Restated Financial Information**

<b>Particulars</b>	<b>Basic &amp; Diluted EPS (Rs.)</b>	<b>Weight</b>
	<b>As per Restated</b>	
Year ended March 31, 2020	2.74	1
Year ended March 31, 2021	9.89	2
Year ended March 31, 2022	14.66	3
<b>Weighted Average</b>	11.08	
<b>Year ended March 31, 2022 (after giving retrospective effect of bonus shares)<sup>#</sup></b>	4.89	

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) ‘Earnings per Share’ issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

# On 05/09/2022, Company has allotted 41,20,000 Equity Shares as Bonus Share in the ratio of 2:1 i.e. two Bonus equity shares are allotted for every one equity shares. Post Bonus allotment, the pre-issue paid-up capital increased to ₹ 618.00 Lakhs from ₹ 206.00 Lakhs and the total no. of equity shares has been increased to 61,80,000 from 20,60,000. The EPS has been shown separately giving retrospective effect of Bonus allotment. (For further details, please refer chapter “Capital Structure” and “Financial statement as Restated” beginning from page no. 43 and 125 respectively of this draft prospectus.)

**2. Price to Earning (P/E) Ratio in relation to the Issue Price of ₹42/- per equity share of face value of Rs. 10/- each**

Particulars	P/E Ratio
	As per Restated
P/E ratio based on the Basic & Diluted EPS as on March 31, 2022	2.86
<b>P/E ratio based on Weighted Average EPS of ₹ 11.08 per share</b>	3.79
P/E ratio based on the Basic & Diluted EPS ( <i>after giving retrospective effect of bonus shares</i> )	8.59

**3. Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information**

Particulars	RONW in %	Weight
Year ended March 31, 2020	27.21%	1
Year ended March 31, 2021	49.52%	2
Year ended March 31, 2022	42.33%	3
<b>Weighted Average</b>	42.21%	

**Weighted average:** Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]

**Note:** Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

**4. Net Assets Value:**

Particulars	Amount
Net Asset Value per Equity Share as of March 31, 2022 (as per restated)	34.63
Net Asset Value per Equity Share as of March 31, 2022 (after giving retrospective effect of bonus shares)	11.54
<b>Net Asset Value per Equity Share after the Issue</b>	19.75
<b>Issue Price per equity share</b>	42.00

**Note:** Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period.

**5. Comparison with other listed companies/Industry peers:**

We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹42/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the "**Risk Factors**" beginning on page no 19 of this draft prospectus and Financials of the company as set out in the "**Financial Statements as Restated**" beginning on page no 125 of this draft prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 4.2 times of the face value i.e., ₹42/- per share.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors  
M/s. ARHAM TECHNOLOGIES LIMITED  
**(Erstwhile ARHAM TECHNOLOGIES PRIVATE LIMITED)**  
**Plot No. 15, Electronic Manufacturing Cluster,**  
**Sector 22, Village Tuta, Atal Nagar,**  
Nava Raipur, Chhattisgarh - 492015

Dear Sir(s)/Ma'am(s),

**Subject: Statement of possible Special tax benefit ('the Statement') available to M/s. Arham Technologies Limited (Erstwhile Arham Technologies Private Limited) and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by **M/s. Arham Technologies Limited (Erstwhile Arham Technologies Private Limited) ('the Company')** states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

**The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.**

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For and on behalf of**  
**R. S. CHORARIA & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 011303C**

**Sd/-**

**RITU S. JAIN**  
**Partner**  
**Membership Number: 074899**

**UDIN: 22074899ARMXM06541**

**Place: Raipur**  
**Date: 29/08/2022**

### **ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS**

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

**1. Special Tax Benefits available to the Company under the Act:**

For UNIT-I (Approved)

1. Interest Subsidy starting FY 2018-19 to FY 2025-26 (8 Years).
2. EPF Benefit (Employer Contribution Only) starting FY 2018-19 to FY 2024-25 (7 Years).
3. Electricity Duty Exemption starting FY 2018-19 to FY 2030-31 (12 Years).
4. Project Report Subsidy Receivable (One-time) Max. Rs. 4 Lacs.

For UNIT-II (In-Principal approval pending as on date)

1. Interest Subsidy starting FY 2022-23 to FY 2029-30 (8 Years).
2. One-Time Capital Subsidy of Rs. 1.575 Crores.
3. Project Report Subsidy Receivable (One-time) Max. Rs. 4 Lacs.

**2. Special Tax Benefits available to the shareholders of the Company.**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

**Notes:**

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to 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 any other person in respect of this statement.

**For and on behalf of**

R. S. CHORARIA & ASSOCIATES

**Chartered Accountants**

**FRN: 011303C**

**Sd/-**

RITU S. JAIN

**Partner**

**Membership Number: 074899**

**UDIN: 22074899ARMXM06541**

**Place: Raipur**

**Date: 29/08/2022**

## SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

### INDUSTRY OVERVIEW

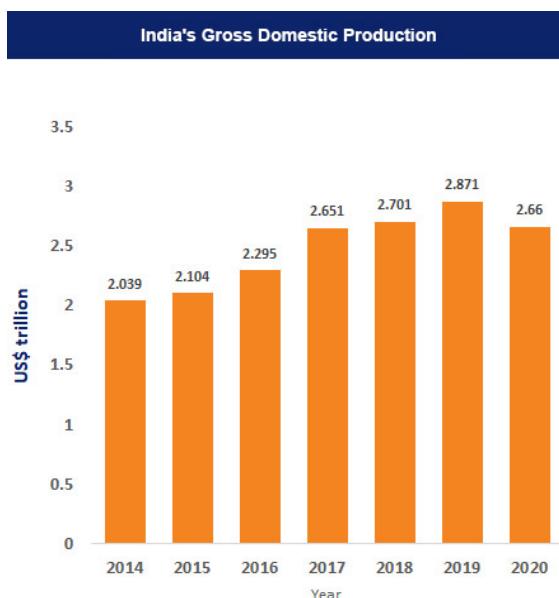
*Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with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

### INDIAN ECONOMY

#### INTRODUCTION

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

#### MARKET SIZE



- India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY2021-22.
- India is the third-largest unicorn base in the world with over 100 unicorns collectively valued at US\$ 332.7 billion.
- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 to 2030.
- According to data from the Department of Economic Affairs, as of July 15, 2022 India's foreign exchange reserves has reached the US\$ 527.71 billion mark.

## RECENT DEVELOPMENTS

Recent economic developments in India are as follows:

- With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US\$ 34.1 billion across 711 through January – June, 2022.
- India's merchandise exports stood at US\$ 676.2 billion in FY 2022. In June 2022, India's merchandise exports recorded the highest ever export at US\$ 37.9 billion.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.44 trillion (US\$ 18.1 billion) in June 2022.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 588.53 billion between April 2000 and March 2022.
- India's Index of Industrial Production (IIP) for May 2022 stood at 137.7.
- Consumer Food Price Index (CFPI) – Combined inflation was 2.9% in 2021-22 (April-December) against 9.1% in the corresponding period last year.
- Consumer Price Index (CPI) – Combined inflation was 7.01% in June 2022 compared against 7.04% in May 2022.
- Foreign portfolio investors (FPIs) invested Rs.228,862 crore (US\$ 28.65 billion) in July 2022.
- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

## GOVERNMENT INITIATIVES

The Government of India has taken several initiatives to improve the economic condition of the country. Some of these are:

- In July 2022, the Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India and Maldives. This MoU will provide a platform to tap the benefits of IT for court digitisation, and can be a potential growth area for IT companies and start-ups in both the countries.
- India and Namibia entered into an MoU on wildlife conservation and sustainable biodiversity utilisation on July 20, 2022, for establishing the cheetah's habitat in the historical forest range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked an MoU with Lysterra, LLC, a Russia-based company, for the commercialisation of biocapsule, an encapsulation technology for bio-fertilisation on June 30, 2022.

- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- On February 2022, Ms. Nirmala Sitharaman Minister for Finance & Corporate Affairs said that productivity linked incentive (PLI) schemes to be extended to 14 sectors for achieving the mission of AtmaNirbhar Bharat and create 60 lakh (6 million) and an additional production of Rs. 30 lakh crore (US\$ 401.49 billion) in the next 5 years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022 Finance Minister Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G will be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which is expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement to spectrum sharing.
- In the Union Budget of 2022-23 the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that Reserve Bank of India (RBI) will issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of “One Station, One Product” was also introduced.
- To boost competitiveness Budget 2022 has announced to reform the 16-year-old Special Economic Zone (SEZ) act to enhance competitiveness this will be done to make it compatible with the World Trade Organisation (WTO).
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.

- In May 2021, the Government of India has allocated Rs. 2,250 crore (US\$ 306.80 million) for the development of the horticulture sector in 2021-22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally and increasing digital literacy.
- On January 29 2022 the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian Economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23, it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next 3 years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.
- In June 2021, the Indian government signed a US\$ 32 million loan with World Bank for improving healthcare services in Mizoram.
- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US\$ 182.30 million) for Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US\$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.

- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched ‘DGFT Trade Facilitation’ app to provide instant access to exporters/importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

## ROAD AHEAD

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Mr. Piyush Goyal said that India will achieve exports worth US\$ 1 trillion by 2030

India’s electronic exports are expected to reach US\$ 300 billion by 2025-26 this will be nearly 40 times the FY2021-22 exports (till December 2021) of US\$ 67 billion. As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India’s output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India’s real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus at 0.9% of the GDP. The growth in the economic recovery is due to the government’s continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI’s revised estimates of July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with government’s budget support to states, strengthened the overall growth of the Indian economy. India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a ‘Roadmap 2030’ to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

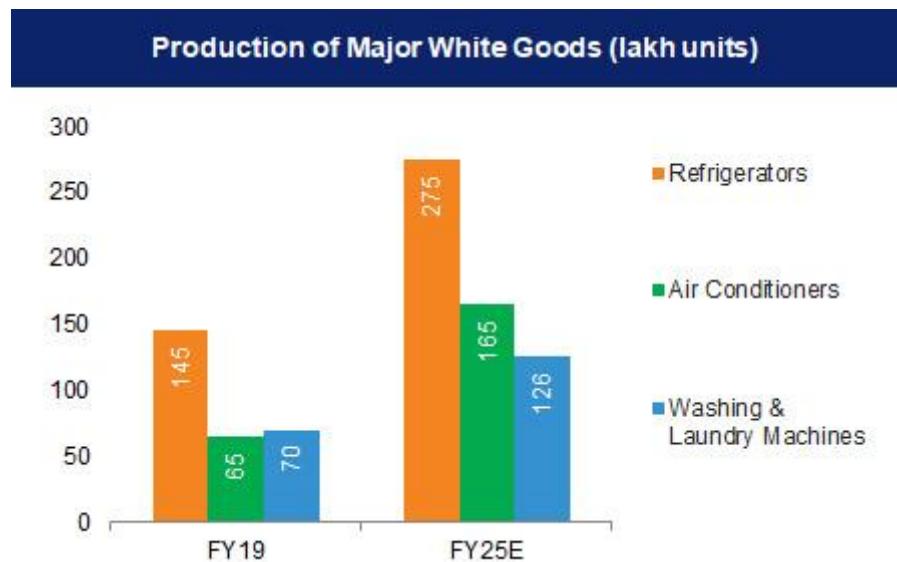
## CONSUMABLE DURABLES INDUSTRY REPORT

### INTRODUCTION

The Indian consumer durables market is broadly segregated into urban and rural markets and is attracting marketers from across the world. The sector comprises of a huge middle class, relatively large affluent class and a small economically disadvantaged class. Global corporations view India as one of the key markets from where future growth is likely to emerge. The growth in India's consumer market would be primarily driven by a favorable population composition and increasing disposable income.

### MARKET SIZE

- Indian appliances and consumer electronics industry stood at US\$ 9.84 billion in 2021, and is expected to more than double to reach Rs. 1.48 lakh crore (US\$ 21.18 billion) by 2025.
- Electronics hardware production in the country stood at US\$ 63.39 billion in 2021.
- In FY20, TV penetration in India stood at 69%, driven by the DTH market.
- The total active DTH subscriber base stood at 68.52 million in December 2021.
- As of 2021, the refrigerator, washing machines and air conditioner market in India were estimated at around US\$ 3.82 billion, US\$ 8.43 billion and US\$ 3.84 billion, respectively.
- The market size of air conditioners is expected to grow to 165 lakh units by 2025 from 65 lakh units in 2019, while refrigerator's market size is expected to grow to 275 lakh units by 2025 from 145 lakh units in 2019.
- According to India Cellular & Electronics Association (ICEA), India has the potential to achieve a value of US\$ 100 billion in manufacturing of laptops and tablets by 2025.
- India's smartphone shipments witnessed YoY growth of 11% in 2021, with 169 million units shipped.
- India's smartphone market revenue crossed US\$ 38 billion in 2021 with 27% YoY growth, with the leader being Xiaomi with 24% shipment share.
- The headset market revenue in India is projected to reach US\$ 77 million by 2027 at a CAGR of 4.7%, driven by rising adoption of wireless headsets among consumers.
- The dishwasher market in India is expected to surpass US\$ 90 million by 2025-26, driven by rising demand from metro cities such as Mumbai, Hyderabad, Delhi and Bangalore.
- The flat panel television (LED, LCD, HD, and UHD) market in India was valued at US \$ 9.05 billion in FY18 and is expected to reach US\$ 16.24 billion by FY24, growing at a CAGR of 9.25%.
- In 2021, TV shipments grew 24% YoY, with the smart TV market also registering 65% YoY growth.
- According to RedSeer, India's consumer digital economy is projected to reach US\$ 800 billion by 2030, from US\$ 85-90 billion in CY20, driven by increase in online shopping.



## INVESTMENTS

According to Department for Promotion of Industry and Internal Trade, between April 2020-March 2021 (FY21), exports of electronic goods from India stood at US\$ 11.1 billion. In May 2022, US\$ 1.34 billion worth of electronic goods were exported.

Between April 2000-March 2022, electronic goods attracted FDI inflows of US\$ 3.58 billion.

Following are some recent investments and developments in the Indian consumer market sector.

- Electrical appliances maker V-Guard Industries has announced plans to invest in new manufacturing plants. Over the next 12 months, the company will open four additional factories: two in Hyderabad, one in Vapi, and one in Uttarakhand.
- In FY23, Godrej Appliances announced plans to invest Rs. 200 crore (US\$ 25.11 million) in the capacity expansion of its premium range.
- Shipments of "Made-in-India" smartphones increased 7% YoY in Q1 2022 to reach over 48 million units, while over 190 million smartphones made in India were shipped.
- In November 2021, Tata Consumer Products (TCPL) signed definitive agreements to acquire 100% equity shares of Tata SmartFoodz Limited (TSFL) from Tata Industries Limited, for a cash consideration of Rs. 395 crore (US\$ 53.13 million). This move was in line with TCPL's strategic intent to expand into value-added categories.
- In September 2021, Blue Star Climatech, the wholly owned subsidiary of Blue Star, announced its plans to invest Rs. 550 crore (US\$ 73.45 million) over the next few years to set up a new manufacturing facility at Sri City in Andhra Pradesh's Chittoor district.
- In September 2021, US-based consumer electronics brand Westinghouse Electric Corporation, forayed into the Indian market by launching a range of TV sets. The brand collaborated with its Indian licensing partner Super Plastronics Pvt Ltd (SPPL) and signed an exclusive licensing agreement with it.
- In September 2021, Airtel Digital TV, the DTH arm of Bharti Airtel, introduced Made-in-India high-definition set-top boxes for customers. The boxes are being manufactured in Noida, Uttar Pradesh, by Skyworth Electronics. Airtel plans to fully transition to Made-in-India set-top boxes, including the high-end Airtel Xstream 4K Android TV box, by the end of 2021 and contribute towards local manufacturing and the Government of India's Atmanirbhar vision.
- In August 2021, Lenovo announced that it is considerably expanding its local manufacturing capabilities in India across product categories such as PCs, laptops and smartphones, to satisfy rising consumer demand.
- In August 2021, Philips announced an investment of Rs. 300 crore (US\$ 40.41 million), and plans to recruit 1,500 employees in India. The company announced plans to expand its Pune operations to increase manufacturing in India.
- In July 2021, Godrej & Boyce announced their entry into the dishwasher market and the aim to capture 15% market share by FY22. The company is focusing on key markets such as Mumbai, Hyderabad, Bengaluru and Delhi, and plans to expand to tier-II cities.
- TCL Group announced, in June 2021, to start manufacturing handsets and TV display panels (from the fourth quarter) in Andhra Pradesh. The company plans to recruit 1,000 employees. This development was in line with the company's plan to invest ~US\$ 219 million to manufacture display modules in the country.
- In April 2021, Godrej Appliances announced an investment of Rs. 100 crore (US\$ 13.6 million) across two of its manufacturing facilities—Shirwal in Maharashtra and Mohali in Punjab—to expand its production capacity for air-conditioners (to 800,000 units) by 2025.
- In April 2021, Zetwerk Manufacturing, a B2B online marketplace, announced that it is entering the apparel and consumer durable sectors amid increased demand and supply chain disruptions after the outbreak of COVID-19.

## GOVERNMENT INITIATIVES

- △ In November 2021, 42 companies were selected under the PLI Scheme for White Goods with a committed investment of Rs. 4,614 crore (US\$ 580.6 million), which is expected to create additional direct employment for 44,000 people.
- △ In April 2022, 19 companies filed applications for the PLI Scheme for White Goods in the 2nd round of applications, with committed investments of Rs. 1,548 crore (US\$ 194.79 million).
- △ In November 2021, Flipkart signed an MoU with the Ministry of Rural Development of the Government of India (MoRD), for their ambitious Deendayal Antyodaya Yojana – National Rural Livelihood Mission (DAY-NRLM)

programme, to empower local businesses and self-help groups (SHGs) by bringing them into the e-commerce fold.

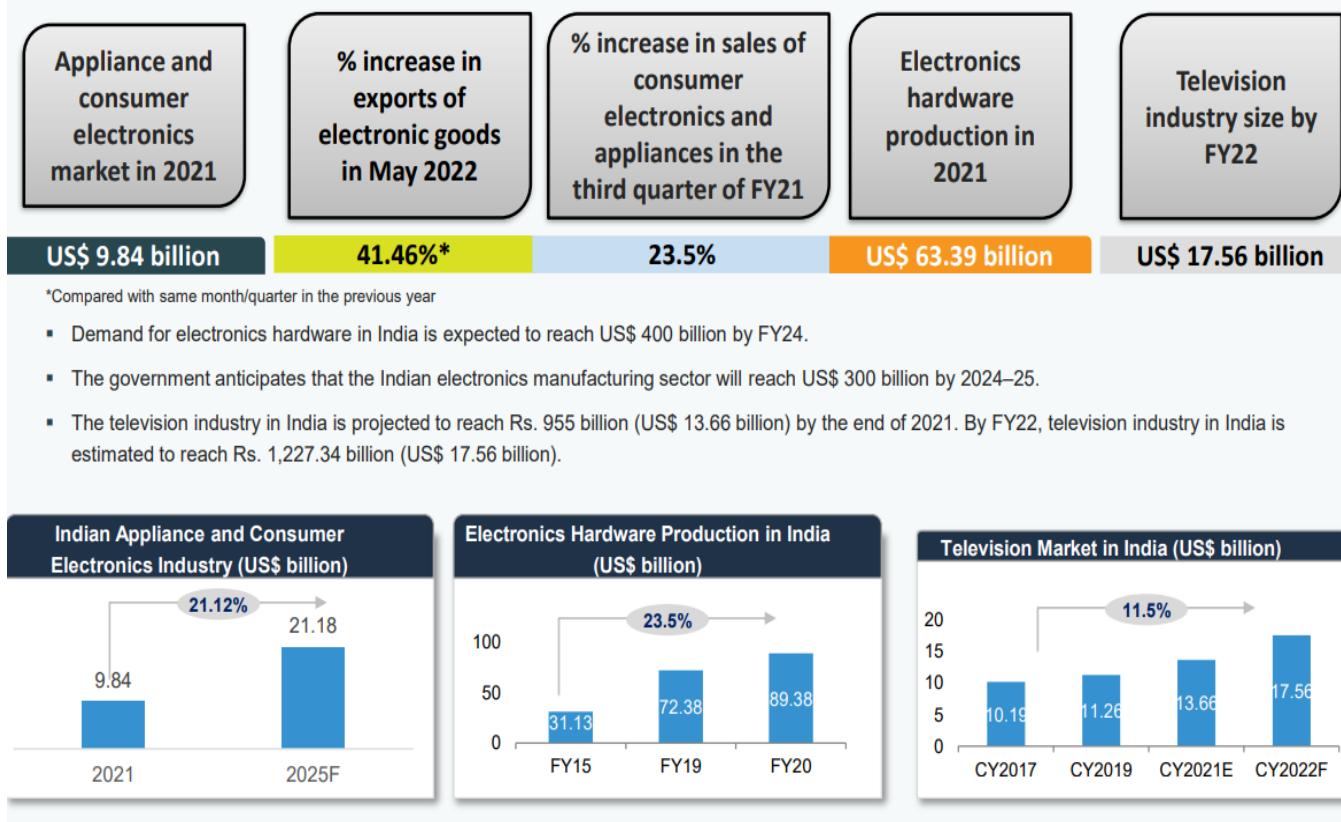
- △ In July 2021, the government approved 14 companies under the production linked incentive (PLI) scheme for IT hardware. Over the next four years, these companies are expected to fuel total production of >US\$ 21.64 billion.
- △ In June 2021, the government extended the production-linked incentive (PLI) scheme for large scale electronics manufacturing by a year (until FY26), giving a boost to the industry.
- △ The Indian government has been encouraging consumer durable brands in India to 'Make in India', thereby expecting they should be self-reliant for the future; consumer too are showing an affinity towards homegrown products.
- △ The National Policy on Electronics 2019 is targeting production of one billion mobile handsets valued at US\$ 190 billion by 2025, out of which 600 million handsets valued at US\$ 100 billion are likely to be exported.
- △ The Government of India has allowed 100% FDI under the automatic route in electronics systems design and manufacturing sector. FDI into single brand retail has been increased from 51% to 100%; the government is planning to hike FDI limit in multi-brand retail to 51%.

## **ROAD AHEAD**

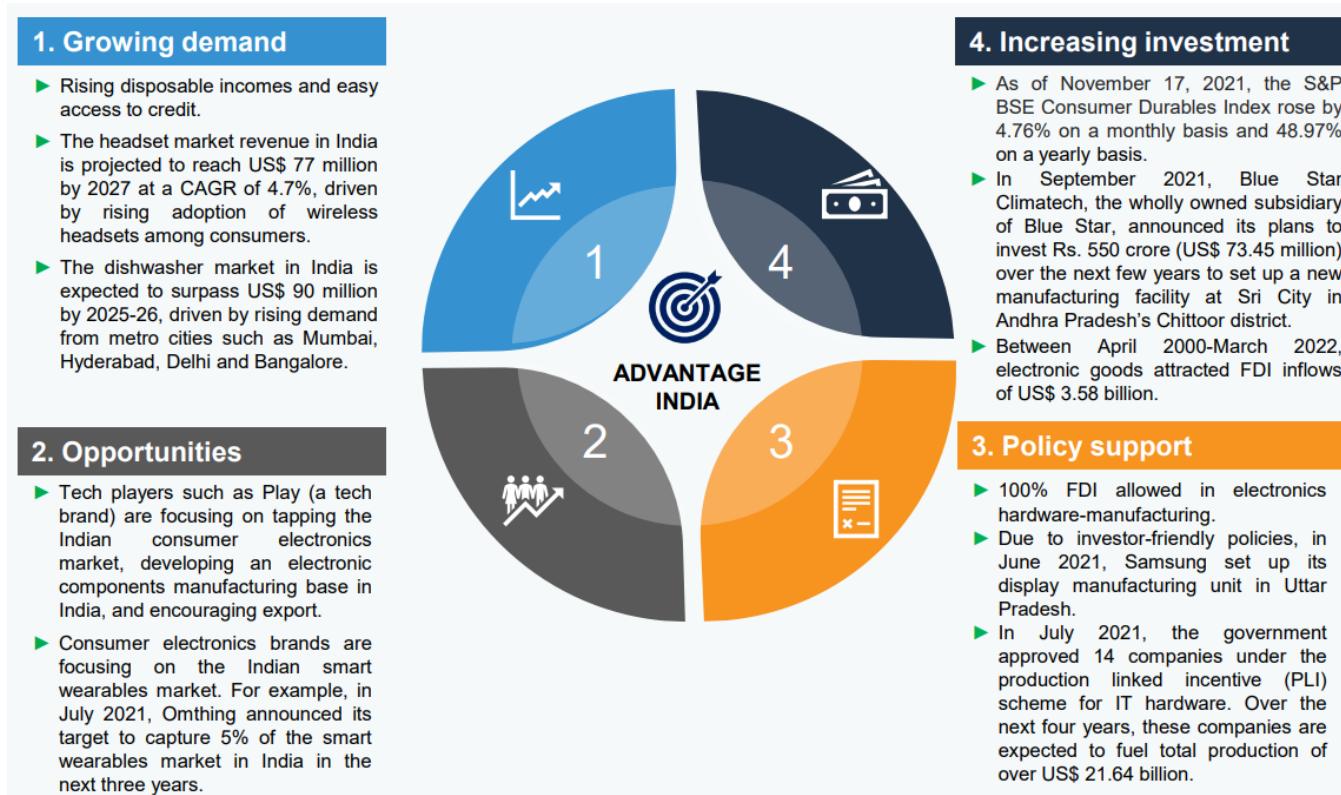
Indian appliance and consumer electronics (ACE) market is expected to increase at 9% CAGR to reach Rs. 3.15 trillion (US\$ 48.37 billion) in 2022. Demand growth is likely to accelerate with rising disposable income and easy access to credit. Increasing electrification of rural areas and wide usability of online sales would also aid growth in demand. The government anticipates that the Indian electronics manufacturing sector will reach US\$ 300 billion (Rs. 22.5 lakh crore) by 2024–25.

<b>Consumer Durables</b>			
<b>Consumer Electronics (Brown Goods)</b>		<b>Consumer Appliances (White Goods)</b>	
Televisions	CD and DVD players	Air conditioners	Washing machines
			
Laptops	Electronic accessories	Electric fans	Microwave ovens
			
Audio and video systems	Personal computers	Refrigerators	Sewing machines
			
Digital cameras	Camcorders	Cleaning equipment	
			

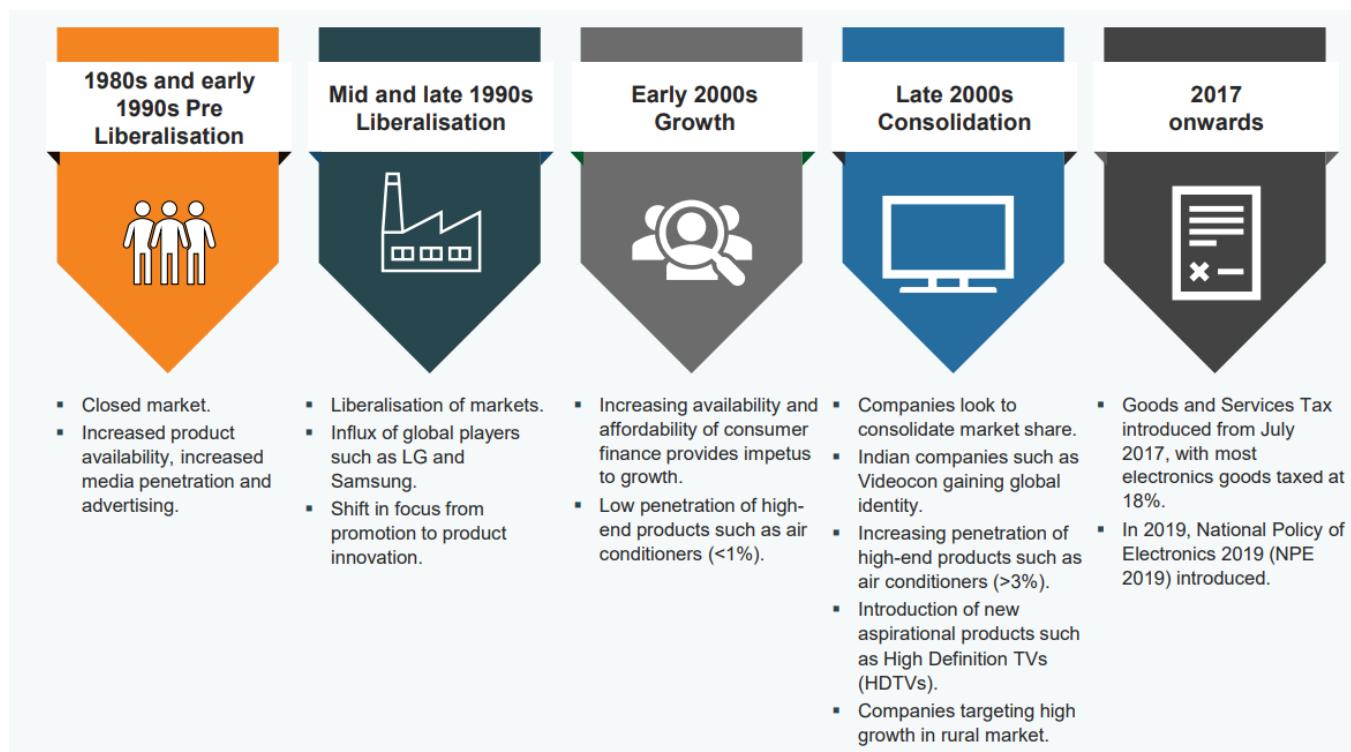
## EXECUTIVE SUMMARY



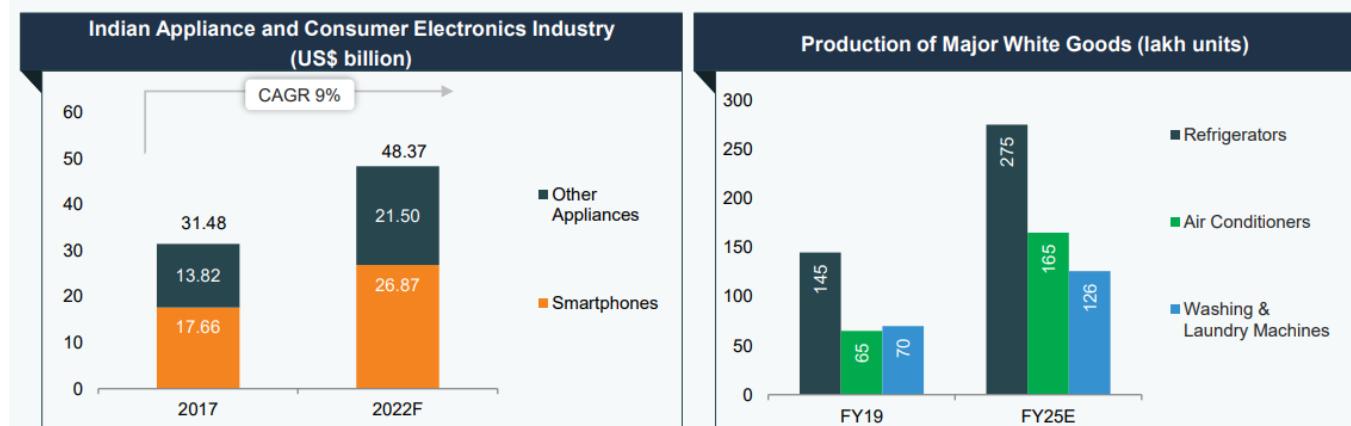
## ADVANTAGE INDIA



## EVOLUTION OF THE INDIAN CONSUMABLE DURABLES SECTOR



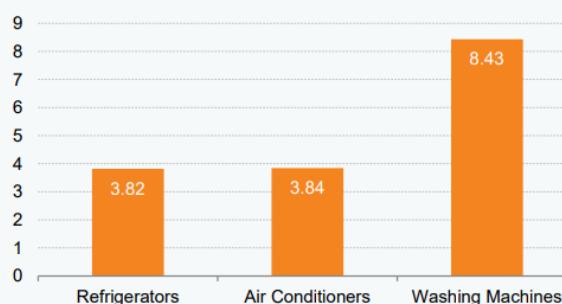
## GROWTH IN CONSUMABLE DURABLES



- Appliance and consumer electronics (ACE) industry is expected to grow at 9% CAGR during 2017-22 to reach Rs. 3.15 trillion (US\$ 48.37 billion) in 2022 from Rs. 2.05 trillion (US\$ 31.48 billion) in 2017.
- Shipments of "Made-in-India" smartphones increased 7% YoY in Q1 2022 to reach over 48 million units, while over 190 million smartphones made in India were shipped worldwide in 2021.
- India's smartphone market revenue crossed US\$ 38 billion in 2021 with 27% YoY growth, with the leader being Xiaomi with 24% shipment share.
- Appliances and consumer electronics industry is expected to double to Rs. 1.48 lakh crore (US\$ 21.18 billion) by 2025.
- According to a report by Care Ratings, consumer electronics and appliances manufacturers are set to increase their production by 5-8% in FY22, after witnessing a contraction in demand in FY21.

Note: (F) Forecast, E – estimated, CY – Calendar Year, FY – Financial Year, F-forecast

White Goods Market in India in 2021 (US\$ billion)



YoY Growth in Consumer Durables Production as per IIP



- As of 2021, the refrigerator, washing machines and air conditioner market in India were estimated around US\$ 3.82 billion, US\$ 8.43 billion and US\$ 3.84 billion, respectively.
- Import contributed to 20% of domestic market for washing machines and refrigerators and around 30% for air conditioners in FY20.
- The market size of air conditioners is expected to grow to 165 lakh units by 2025 from 65 lakh units in 2019, while refrigerator's market size is expected to grow to 275 lakh units by 2025 from 145 lakh units in 2019.
- In April 2022, the Quick Estimates of Index of Industrial Production (IIP) for consumer durables stood at 112.1 (under the use-based classification).
- In November 2021, PG Technoplast Pvt. Ltd. received government approval under the production-linked incentive (PLI) scheme for white goods in the air conditioner components category.

Note: IIP – Index of Industrial Production

## **CONSUMER ELECTRONICS – KEY PRODUCTS**

### **1. Colour TVs**

- Television industry in India stood at Rs. 787 billion (US\$ 11.26 billion) in 2019, and grew to reach Rs. 955 billion (US\$ 13.66 billion) by the end of 2021.
- In the year 2020, India imposed restrictions on imports of colour TV sets, intending to encourage local manufacturing and check imports from China.

### **2. Flat panel display**

- LED/LCD/Plasma television sets present a huge opportunity in India with a penetration of only 14% households in 2019.
- The flat panel television (LED, LCD, HD, and UHD) market in India was valued at US 9.05 billion in FY18 and is expected to reach US\$ 16.24 billion by FY24, growing at a CAGR of 9.25%.

### **3. Direct-to-Home**

- The DTH industry is expected to witness growth up to 6% from FY20 to Rs. 22,000 crore (US\$ 2.9 billion) in FY21.



### **4. Refrigerators**

- This segment made up 27% of the consumer appliances market in 2019.
- In February 2021, Blue Star launched a range of commercial refrigerators, with offerings comprising temperature-controlled designs for refrigeration and storage of vaccines.

### **5. Air Conditioners**

- Installed stock of room ACs in India increased from two million units in 2006 to 30 million units in 2017 and is expected to be between 55-124 million by 2030.
- Production of ACs increased to 2.92 million units in FY20.
- In April 2022, 17.5 lakh AC units were sold, an all-time high for the month.

### **6. Washing appliances**

- Production of washing appliances in India is expected to reach 12.6 million units in FY25 from 5.63 million units in FY20.
- In April 2021, Samsung launched an artificial intelligence-enabled bilingual washing machine with user interfaces in Hindi and English.

### **7. Electric fans**

- Production of fans increased 4.4% YoY to reach 23.42 million units in FY20.
- The Indian fan industry is optimistic that with BEE Star labelling criteria requirements and a production-linked Incentives (PLI) scheme, the country will become a manufacturing powerhouse.

## RECENT TRENDS AND STRATEGIES

### NOTABLE TRENDS IN THE CONSUMABLE DURABLES SECTOR

#### 1. Shared economy

- Rentals of home appliances are growing in urban areas due to free add-on services like relocation and periodic maintenance, which are not available in the ownership model.
- Start-ups like Rentomojo, Furlenco and Rentickle have come up in this space and offer rentals on furniture, appliances and other products.

#### 2. Rising consumer digital economy

- According to RedSeer, India's consumer digital economy is projected to reach US\$ 800 billion by 2030, from US\$ 85-90 billion in FY20, driven by increase in online shopping.



#### 3. Increased affordability of products

- Consumer durable loans in India stood at Rs. 25,100 crore (US\$ 3.29 billion) in FY21, up from Rs. 24,000 crore (US\$ 3.15 billion) in FY20.
- With the initiative of "Make in India" campaign, many domestic and Chinese manufacturers are investing in India to set up their manufacturing plants which would produce more affordable products.

#### 5. Expansion into new segments

- Electrical appliances maker V-Guard Industries has announced plans to invest in new manufacturing plants. Over the next 12 months, the company will open four additional factories: two in Hyderabad, one in Vapi, and one in Uttarakhand.
- In FY23, Godrej Appliances announced plans to invest Rs. 200 crore (US\$ 25.11 million) in the capacity expansion of its premium range.
- In September 2021, US-based consumer electronics brand Westinghouse Electric Corporation forayed into the Indian market by launching a range of TV sets. The brand collaborated with its Indian licensing partner Super Plastronics Pvt Ltd (SPPL) and signed an exclusive licensing agreement with it.

#### 4. Shifting manufacturing bases

- In November 2020, the Japanese government announced plans to provide financial assistance to Toyota-Tsusho and Sumida to set up manufacturing bases in India. Sumida produces parts for auto, consumer electronics and industrial sectors.

## STRATEGIES ADOPTED



### STRATEGIC PARTNERSHIPS

- Smartphones companies are leveraging strategic partnerships to cater to the consumer durables market in India.
- In April 2021, Hisense collaborated with Croma retail stores to showcase their line-up of QLED, UHD and Smart TVs at 185+ Croma stores across India.
- In November 2021, Flipkart signed an MoU with the Ministry of Rural Development of the Government of India (MoRD) for their ambitious Deendayal Antyodaya Yojana – National Rural Livelihood Mission (DAY-NRLM) programme, to empower local businesses and self-help groups (SHGs) by bringing them into the e-commerce fold.



### OVERHAULING OF DISTRIBUTION FRAMEWORK

- More brands are having a uniform pricing strategy in order to expand retail sales.
- Focus on tier II and tier III towns have increased to have a wider distribution network.
- Companies like Bajaj Electricals and Crompton Consumer are working on real time demand feedback to reduce turn around time (TAT).



### OCCASION BASED MARKETING

- India is the land of occasions and festivals; therefore, customers are offered great deals.
- For instance, the prices of products during Diwali, New Year, etc. go down and customers are offered great deals. Such strategies are adopted to increase revenue and enhance goodwill among buyers.



### SALES STRATEGIES

- E-commerce companies reported sales worth US\$ 9.2 billion across platforms in October and November (2021), driven by increased shopping during the festive season. With festive season sales, Flipkart Group emerged as the leader with a 62% market share.



### FOCUS ON ENERGY EFFICIENCY

- Companies also plan to increase the use of environment-friendly components and reduce E-waste by promoting product recycling.
- India has made it mandatory for manufacturing companies to control emissions from climate-damaging refrigerants.
- In January 2020, the Bureau of Energy Efficiency (BEE) made it mandatory for all room air conditioners to have a default temperature of 24 degrees Celsius.

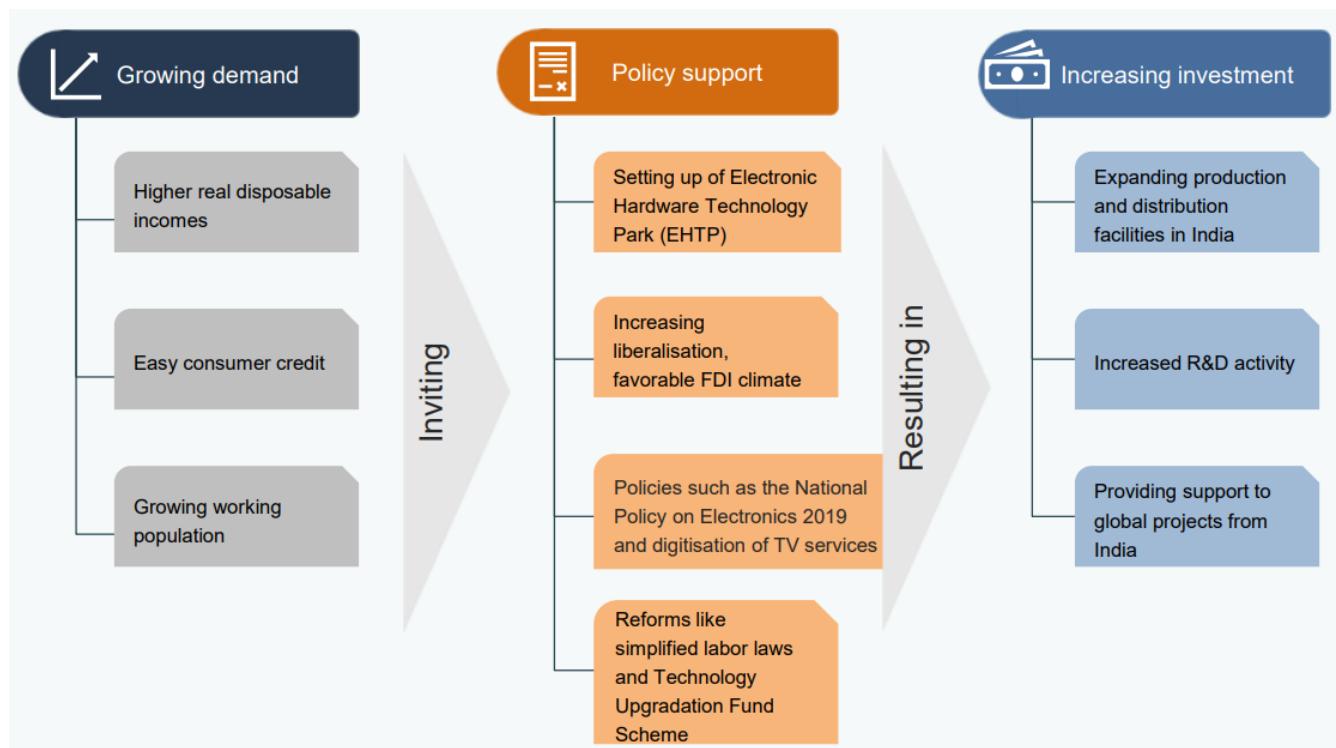


### AD VOLUME GROWTH

- As per a Tam AdEx report, between January-August 2021, durable ad volumes saw a 2.3x growth in ad insertions on digital platforms, and ad spaces in print and advertising volumes on radio registered a 2x and 3x growth, respectively.
- Home appliances and consumer durables segment accounted for ~42% share in the sector's ad space between January-April 2021.
- For the same period, the top ten advertisers accounted for >50% share of sector's ad space, with TTK Prestige India at the top of the advertiser's list with 17% share in the sector's ad space.

*Notes: ISEER - Indian Seasonal Energy Efficiency Ratio*

## STRONG DEMAND AND POLICY SUPPORT DRIVING INVESTMENTS



## INCOME GROWTH WILL DRIVE DEMAND FOR CONSUMER DURABLES

- Demand for consumer durables in India has been growing on the back of rising incomes. This trend is set to continue even as other factors like rising rural incomes, increasing urbanisation, a growing middle class and changing lifestyles aid demand growth in the sector.
- Significant increase in discretionary income and easy financing schemes have led to shortened product replacement cycles and evolving lifestyles where consumer durables like ACs and LCD TVs are perceived as utility items rather than luxury possessions.
- Growth in demand from rural and semi-urban markets is likely to outpace demand from urban markets.
- In October 2020, Samsung's consumer electronics business in India increased by >30% due to increased demand from smaller cities, which are racing ahead of metros.
- Growth in online retailing is a key factor to reach out as a newer channel for buyers, with increase in demand.
- Per capita GDP of India is expected to reach US\$ 3,274 in 2023 from US\$ 2,539 in 2020.
- Non-metro markets, namely Vishakhapatnam, Bhopal, Vadodara, Chandigarh, etc., have grown rapidly on consumption, becoming the main target markets and posing a huge potential to turn into new business centres as compared to metro cities.



## POLICY SUPPORT AIDING GROWTH IN THE SECTOR

### 1

#### Production-Linked Incentive (PLI) Scheme

- In November 2021, 42 companies were selected under the PLI Scheme for White Goods with a committed investment of Rs. 4,614 crore (US\$ 580.6 million), which is expected to create additional direct employment for 44,000 people.
- In April 2022, 19 companies filed applications for the PLI Scheme for White Goods in the 2<sup>nd</sup> round of applications, with committed investments of Rs. 1,548 crore (US\$ 194.79 million).
- In June 2021, the government extended the PLI scheme for large scale electronics manufacturing by a year (until FY26), giving a boost to the industry.
- On November 11, 2020, the Union Cabinet approved the PLI scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities, exports and promote the 'Atmanirbhar Bharat' initiative.
- India is trying to become a US\$ 1 trillion digital economy by 2025. In addition, projects such as 'Smart Cities' and 'Digital India', coupled with factors such as the government's push for data localisation, Internet of Things (IoT) market in India, are expected to increase the demand for electronic products. The PLI scheme aims to boost the production of electronic products in India.

Sectors	Ministry/Department	Approved financial outlay over a five-year period
Electronic/Technology Products	Ministry of Electronics and Information Technology	Rs. 5,000 crore (US\$ 674.92 million)
White Goods (ACs & LEDs)	Department for Promotion of Industry & Internal Trade	Rs. 6,238 crore (US\$ 842.03 million)

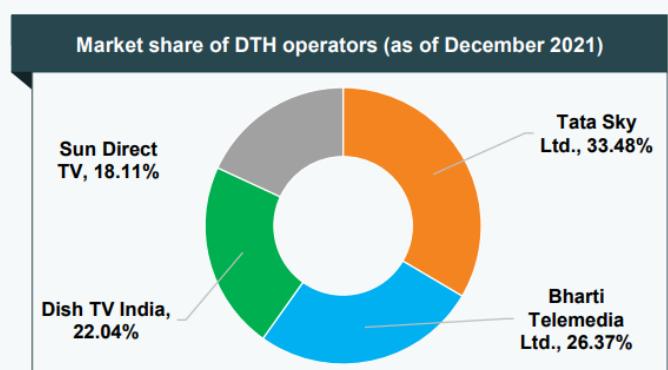
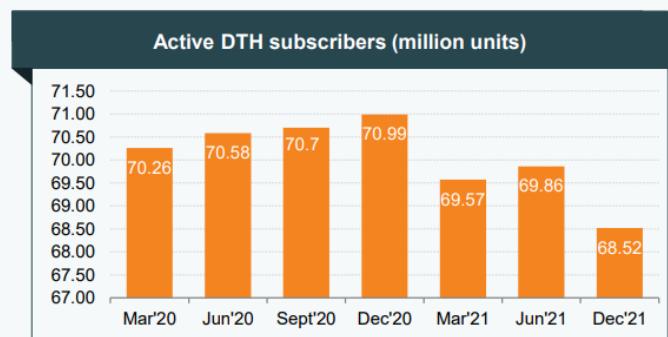
### 2

#### Estimated Increase in Exports

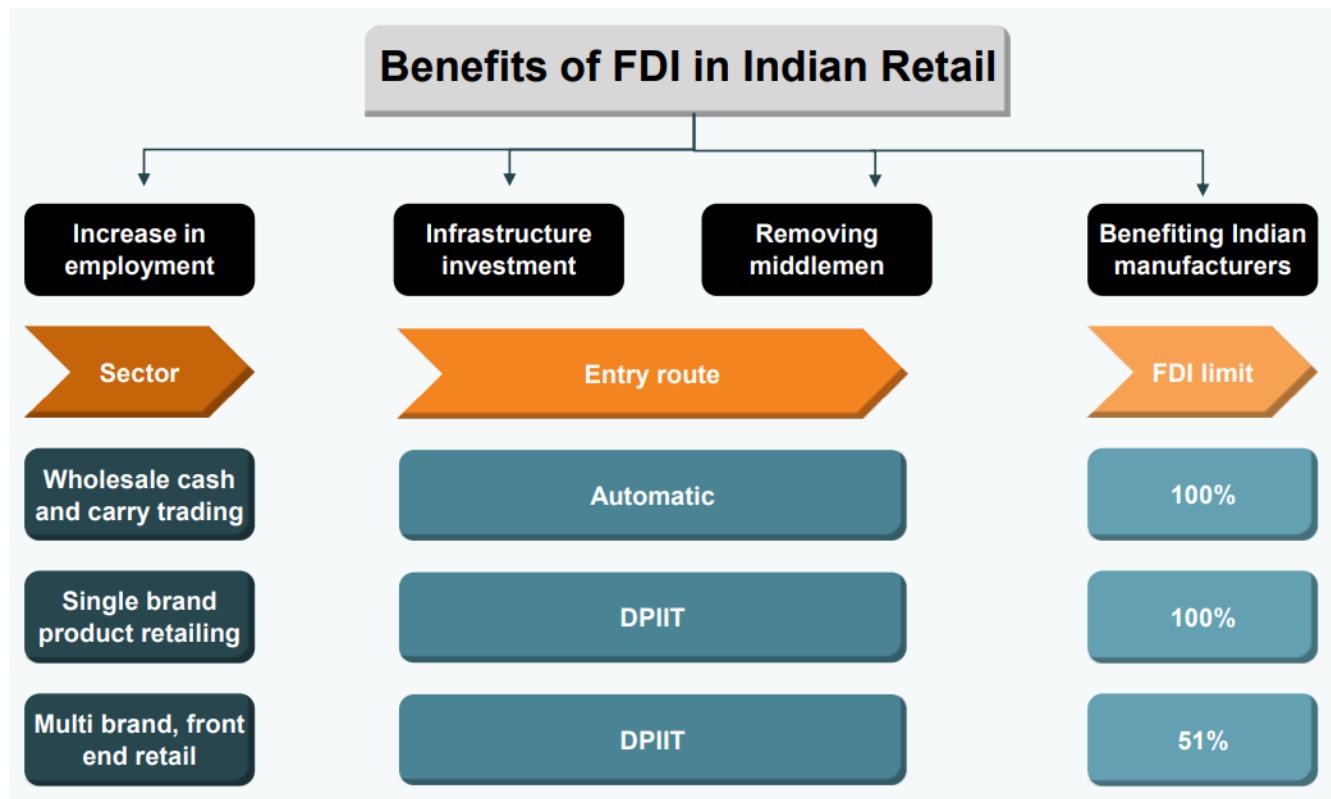
- The National Policy on Electronics 2019 is targeting production of one billion mobile handsets valued at US\$ 190 billion by 2025, out of which 600 million handsets valued at US\$ 100 billion are likely to be exported.
- The PLI scheme, which has been approved for 16 electronics firms, including 10 manufacturers of mobile handsets, would further improve India's role in the global mobile market and complement the goal of making the country a global mobile production hub for manufacturers.

## GROWING TELEVISION MARKET

- In FY20, TV penetration in India stood at 69%, driven by the DTH market.
- DTH players are expected to get largest share in phase IV of the digitisation market.
- Digitisation may lead to complete switchover from analogue cable to Digital Addressable Systems in a phased manner.
- In 2021, TV shipments grew 24% YoY, with the smart TV market also registering 65% YoY growth.
- In September 2021, Airtel Digital TV, the DTH arm of Bharti Airtel, introduced Made-in-India high-definition set-top boxes for customers. The boxes are being manufactured in Noida, Uttar Pradesh, by Skyworth Electronics. Airtel plans to fully transition to Made-in-India set-top boxes, including the high-end Airtel Xstream 4K Android TV box, by the end of 2021 and contribute towards local manufacturing and the Government of India's Atmanirbhar vision.
- According to a report by Counterpoint Research, smart TV shipments from India climbed by 65% YoY in the second quarter of 2021, owing to increased expansion activities adopted by original equipment manufacturers (OEMs) for their smart TV portfolios.
- In August 2020, the Government of India targeted China with new restrictions on colour televisions and mobile phones.
- In October 2020, television manufacturers such as Samsung, LG and Sony were granted licences by the government to import finished TV sets into India.



## BENEFITS TO CONSUMER DURABLES AND WIDER RETAIL SECTOR FROM FDI POLICY



## KEY RETAIL RELATED FDI POLICIES THAT WILL IMPACT CONSUMABLE DURABLES

**1**

### **51% FDI in multi brand retail status: Approved**

- Minimum investment cap is US\$ 100 million.
- 30% procurement of manufactured or processed products must be from SMEs.
- Minimum 50% of the first minimum tranche of US\$ 100 million must be invested in back-end infrastructure (logistics, cold storage, soil testing labs, seed farming and agro-processing units).
- Removes the middlemen and provides a better price to farmers.
- 50% of the jobs in the retail outlet could be reserved for rural youth and a certain amount of farm produce could be required to be procured from poor farmers.
- To ensure the Public Distribution System (PDS) and Food Security System (FSS), Government reserves the right to procure a certain amount of food grains.
- Consumers will receive higher quality products at lower prices and better service.

**2**

### **100% FDI in single brand retail status: Policy passed**

- Products to be sold under the same brand internationally.
- In 2015, according to revised FDI regulations single brand retail companies if desire to sell on ecommerce platform would be allowed only if they have licence for setting up physical outlets.
- Sale of multi brand goods is not allowed, even if produced by the same manufacturer.
- For FDI above 51%, 30% sourcing must be from SMEs.
- Any additional product categories to be sold under single brand retail must first receive additional Government approval.
- "Make in India" initiative to further strengthen the investments coming to India.

## OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled “Risk Factors”, beginning on page 19 of this Draft Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statements” and “Management Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 19, 125 and 160 respectively of this Draft Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Arham Technologies Limited”.*

### **OVERVIEW**

**Our Company, Arham Technologies Limited** is engaged in manufacturing of LED Smart Televisions, with different screen sizes under our brand ‘**STARSHINE**’. We also manufacture Fans, Air Coolers and Mixer Grinders through third party manufacturers under our brand ‘**STARSHINE**’. We have network of dealers and distributors across Chhattisgarh, Madhya Pradesh, Odisha, Vidarbha, Andhra Pradesh and parts of Uttar Pradesh.

We also serve under Original Equipment Manufacturer (“OEM”) business models for LED Televisions. Under the OEM model, we manufacture and supply products as per the requirements of our customers, who then further distribute these products under their own brands. With primary focus on quality, Arham Technologies Limited has been catering to a number of regional brands in Central India. With serving Original Equipment Manufacturer (OEM), we have adopted a cost-effective pricing strategy which gives the clients an upper hand over other brands.

Last year in July 2021, imports of Assembled LED Televisions in India was put under restricted category by Government of India, i.e , all the ‘Made in India’ Televisions will only be sold in India, which brings tremendous opportunity for brands like STARSHINE to increase the market size of its TV. After this Government’s policy, we are now having advantage in Indian market against our competitors, as they were importing Televisions from China earlier. However, raw materials like open cell, Electronic Circuit (Mainboard), Cabinet and Back Light Units (BLU) are imported from China and Hongkong due to pricing and other favourable factors.

We plan to add other products in our portfolio by way of white labelling, to be a part of bigger portfolio of products. However, we plan to keep our focus on sales of Smart Televisions by making schemes and offers centric to Televisions. We are also setting up a manufacturing facility for Fans at our existing locations which shall give better margin and control in supply chain, as we do not have to depend on other manufacturers for procurement.

We are strategically located in Electronic Manufacturing Cluster, in new Smart City of Raipur, which is one of the very first smart cities of India. Chhattisgarh borders seven states i.e. Odisha, Andhra Pradesh, Telangana, Maharashtra, Madhya Pradesh, Uttar Pradesh and Jharkhand which gives direct market access to these states. Inland port, also gives an advantage to the location, which brings down cost of import and exports as compared to busy ports like Nhava Sheva etc. Being located in central part of India, we enjoy many geographical advantages.

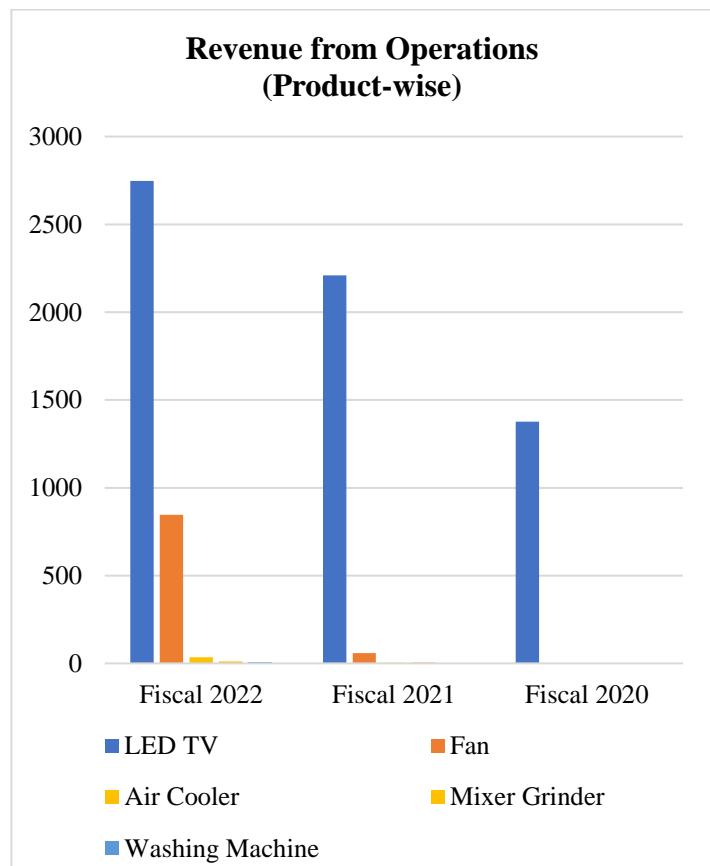
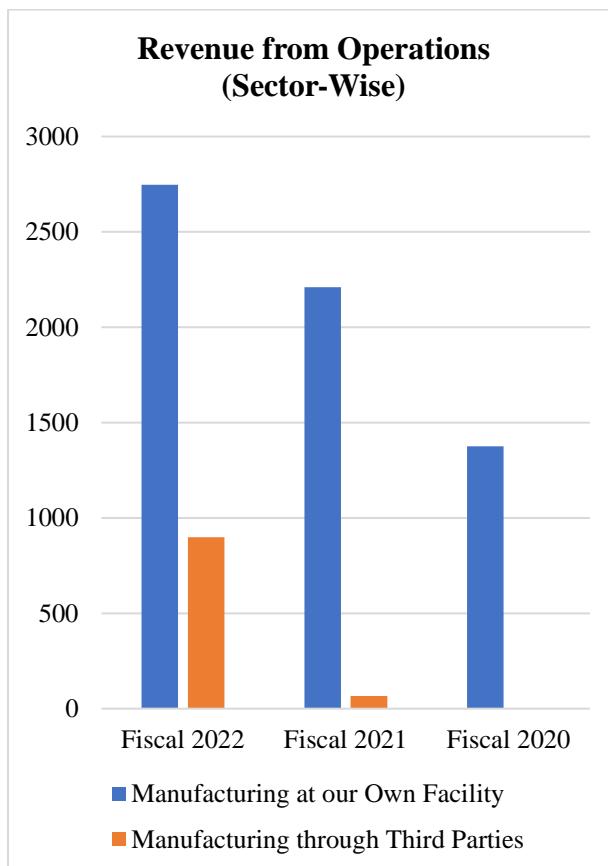
We also do white-labelling for various regional brands. Raipur enjoys a geographical advantage, as no big city is nearby of Raipur, and Raipur market feeds the entire Chhattisgarh, Odisha, some parts of Madhya Pradesh, Vidarbha Region and Jharkhand. Traders from these regions are dependent on Raipur for various industries, as no direct transportation feasibility to other cities nearby Raipur exists from the Metros.

We have also launched our “D2C” website [www.starshine.co.in](http://www.starshine.co.in) for our products which will increase our sales, profits, brand value and also to provide direct benefit to the end users. We are also listing our products on e-commerce platform i.e. Amazon and Flipkart etc.

**Our Company Operates in the following segments:**

1. Manufacturing of LED Television (at our own manufacturing facility)
2. Manufacturing of Fan, Air Cooler, Mixer Grinder and Washing Machine (through third parties)

Particulars	March 31, 2022 (Rs. in Lacs)	March 31, 2021 (Rs. in Lacs)	March 31, 2020 (Rs. in Lacs)
<b>Revenue from Operations</b>			
<b>Manufacturing (at our Own Manufacturing Facility)</b>			
□ LED TV (Starshine Brand)	2,521.44	2,075.93	1,292.81
□ LED TV (OEM Brand)	226.46	133.21	83.26
<b>Manufacturing through Third Parties:</b>			
□ Fan	846.36	57.63	-
□ Air Cooler	35.48	3.14	2.29
□ Mixer Grinder	12.02	5.58	-
□ Washing Machine	5.03	-	-
<b>Total</b>	<b>3,646.79</b>	<b>2,275.49</b>	<b>1,378.37</b>



## OUR PRODUCTS:

### LED TELEVISION

We manufacture LED Television as per the following:

- Manufacturing of STARSHINE Brand LED Televisions at our Own Facility
- Manufacturing LED Televisions for Others (White Labelling)

We are one of the prominent manufacturers of Smart Televisions, and has been in a respectable position in the electronic manufacturing space in central India with its headquarters located at Electronic Manufacturing Cluster, New Raipur.

With primary focus on quality, we have been catering to a number of regional brands in central India. With serving brands of original equipment manufacturer (OEM), Arham Technologies adopts a cost-effective pricing strategy which gives advantages to our clients over other brands.

With our 1K standard CLEAN ROOM and high-quality testing measures, we deliver quality products. Every product manufactured in our space goes through a standard ageing process to ensure the durability of the television. We at Arham Technologies follow the principle of Quality first, Quantity second.

We continuously make an effort in developing a better product in terms of innovation. upgrading with the current technological advancement making us a trusted OEM partner for other brands.

#### LED TV

- Brand: STARSHINE
- Model: ATPL-2600
- Size: 24 Inches
- Resolution: HD Ready (1366×768 pixels)
- Sound Output: 20W
- Refresh Rate: 60 hertz
- Viewing Angle: 178 degree
- Warranty: 3 years



#### SMART LED TV

- Brand: STARSHINE
- Model: ATPL-3400, ATPL-4300, ATPL-5500, ATPL-5800
- Size: 32 Inches, 40 Inches, 50 Inches, 55 Inches
- Resolution: HD Ready (1366×768 pixels), Full HD (1920×1080 pixels), Ultra HD 4K (3840×2160 pixels)
- Sound Output: 20W
- Refresh Rate: 60 hertz
- Processor: 1GB RAM + 8GB Storage
- Viewing Angle: 178 degree
- Warranty: 3 years



### Other Products:

We also manufacture the following products through third parties:

- Fan (Ceiling, Wall, Pedestal)
- Air Cooler
- Mixer Grinder
- Washing Machine

#### **FAN**

- Brand: STARSHINE
- Model: Viraj 1200 mm (48 inches), Tejas 1200 mm (48 inches), Eureka 1200 mm (48 inches), Powerstar 1200 mm (48 inches)
- Size: 24 Inches, 48 Inches
- Color: Antique Brass, Antique copper, Ivory, Brown, Black
- Speed: 400 Rpm
- Power Consumption: 74 W
- Air Delivery: 220 m<sup>3</sup>/minute
- Warranty: 2 years



#### **AIR COOLER**

- Brand: STARSHINE
- Model: Tower Cooler Thar (80x20x10 centimeters), Tower Cooler Hercules 125 (65x47x126 centimeters)
- Color: White & Black
- Controls Type: Remote
- Water Tank Capacity: 85 Liter, 90 Liter
- No. of Speed: 3
- Technology: Turbo fan
- Power Consumption: 200 Watts
- Air Delivery: 25 Feet
- Warranty: 1 Year



#### **MIXER GRINDER**

- Brand: STARSHINE
- Model: Starshine Dynamix 900W, Starshine Turbo 750W, Starshine Compass 650W
- Size: 1.50 Litre, 1.25 Litre
- Color: Green, Yellow
- Blade Material: Steel
- Power Consumption: 630, 750, 900 W
- Warranty: 1 year



### WASHING MACHINE

- Brand: STARSHINE
- Model: 10 kg Semi-Automatic Top Loading Washing Machine
- Size: 7.5 Kg, 7.8 Kg, 8 K.g, 9 K.g, 10 K.g
- Color: White & Dark Grey, White & Tyrian Purple
- Function Type: Semi-Automatic
- Washing Method: Pulsator
- Maximum Spin Speed: 1350 RPM
- Dryer Type: Spin
- Warranty: 1 year



### **Manufacturing Process of LED TV (at our own manufacturing facility)**

#### ***Procurement of Raw Material:***

Raw materials like open cell, Electronic Circuit (Mainboard), Cabinet and Back Light Units (BLU) are imported from China and Hongkong. Other accessories i.e. Speakers, Stands etc. are procured from domestic suppliers in India.

#### ***Assembling of Components:***

All the components such as open cell, Electronic Circuit (Mainboard), Cabinet and Back Light Units (BLU), Speakers etc. are properly checked and passed through various tests, under the IQC Testing Section. After this, all the parts are forwarded onto the Assembly Line.

#### ***Stage 1: Loading***

The TV Panels are placed onto the Conveyor belt and moved further. The following points are noted here:

- The name on the piece is cross checked with the check sheet.
- Scratched and Broken panels are sorted.
- The gap between the Front Cover and Panel are checked.
- The Brand name must be properly placed.

#### ***Stage 2: Speaker & IR Sensor Assembly***

The Speaker and IR Sensor, Mainboards, modules are placed on to the pallets provided in the Final Assembly (FA Line) and fitted tightly with the help of screws.

After this, the product body is moved further on the conveyor belt for remaining assembly.

#### ***Stage 3: Cover and Chassis Fixing***

The chassis i.e. the fabricated combo PCB containing the software fed in by the designer and all the driver circuitry necessary for the operation of television and its compatibility, is placed onto the panel. The wires are connected to proper sockets via connectors provided, and the back cover is placed onto it for the protection against external interferences. The combo PCB is the combination of the main PCB and power PCB, which forms the main circuitry of a TV set.

#### ***Stage 4: Pairing***

At this stage, the chassis, panel and various other components are linked to each other. Each of the separate unit assembled are represented by a unique barcode or a serial number which are paired to each other corresponding to a particular TV set for proper identification and future references. In case of duplicity, the software notifies the bar code being scanned again and further to check the process.

After this, the TV sets are checked for Software functioning and Hardware defects.

**Packaging:**

Now the fully assembled Television are sent for Packaging. Its a critical process :

- As the Televisions are delicate and the machines have to handle them with care.
- If they are damaged while packing it is the packaging companies fault unless they can prove that it was the transportation that sent it in damaged condition.

The Television is first packed with packing film, which protects it. Then Styrofoam is added and cut to be placed on the four sides of the Television, and then is put into a large cardboard box, which just fits it so that it stays compact.

- After the machines finish packing, they are labeled with the appropriate stickers, resembling the brand name, logo, specifications, directions for the user, etc. After this, the packed boxes are wrapped together in groups with the polythene and sent to storage area for shipping to the dealers/distributors.

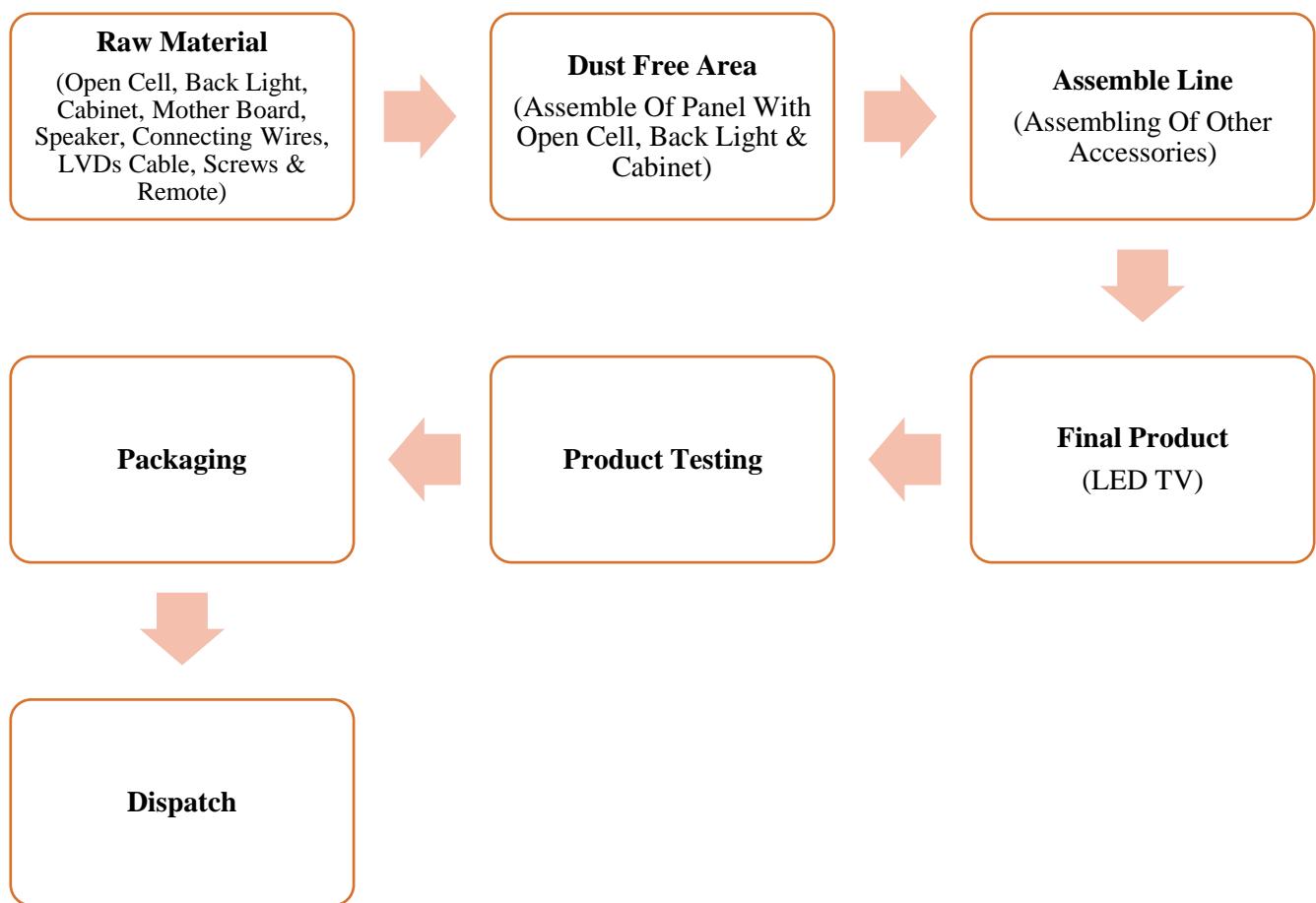
**Quality Assurance:**

This section mainly deals with the overall inspection of the final packaged product. The quality assurance process takes place as follows:

- A random packaged carton containing the TV Set is picked from the batch and took for quality check.
- The packed box is examined carefully i.e. all the stickers, for eg : content sticker, OPS sticker, star rating, etc pasted on it are properly checked for;
  - ⇒ tilts or shift and
  - ⇒ required content present.
- The box is opened and checked for the presence of
  - ⇒ protective thermocole sheets
  - ⇒ poly bags
  - ⇒ accessories bag
  - ⇒ TV set
- Lastly, the TV set is checked for all the functions and configurations with the help of remote. Also, the certain tests such as:
  - ⇒ Drop Test
  - ⇒ High Voltage Test
  - ⇒ Ageing of 45 Minutes of all sets assembled.
- If a particular TV set shows satisfactory performance on all the parameters stated above, it is approved and the batch is signed for shipment. Else, the whole batch is rejected and sent for revaluation.

**Shipping of Final Product:**

After the batch is approved from the Quality Assurance, it is loaded onto the Trucks along with other sets and sent to the dealers/distributors.

**Process flow:****Manufacturing Process / Process flow (manufacturing through third party):**

## **FINANCIAL HIGHLIGHTS**

The financial highlights of our company as per restated consolidated financial statement are as mentioned below:

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Revenue from Operations	3646.79	2275.49	1378.37
Net Profit after Tax	302.01	203.76	56.51
Net Worth	713.44	411.44	207.67
EBITDA	558.14	381.40	164.75

## **OUR MAJOR CUSTOMERS**

The company has its dealer network at Andhra Pradesh, Chhattisgarh, Madhya Pradesh, Maharashtra, Odisha, Uttar Pradesh, Delhi, Karnataka and mainly sells through them. The following is the breakup of the top five and top ten customers/suppliers of our Company for the Fiscal 2022, 2021 and 2020 are as follows:

Particulars	(Amount Rs. In Lakhs)					
	FY 2021-22		FY 2020-21		FY 2019-20	
	Amount	In %	Amount	In %	Amount	In %
<b>Top 5 Customers</b>	193.33	5.30	304.14	13.37	137.02	9.94
<b>Top 10 Customers</b>	281.75	7.73	368.20	16.18	184.92	13.42
<b>Top 5 Suppliers</b>	495.17	13.58	563.21	24.75	333.87	24.22
<b>Top 10 Suppliers</b>	670.85	18.40	835.37	36.71	417.54	30.29

### ❖ Our Competitive Strengths:

1. **Strong team with experience and expertise:** Our company have a strong management team and technical team. The makeup of our team provides us a significant competitive advantage. Our promoters have decades of experience in the industry. Our promoters are responsible for the entire business operations of the company along with an experienced team of executives who assist them. Our management also possesses extensive industry and management experience which has given us a specialized understanding of the complexities involved in the consumer goods industry in India and its processes. Our business growth is also attributable to our strong management culture fostered by an entrepreneurial spirit, each product vertical being managed by experienced and hands-on vertical heads having in-depth knowledge of our industry. Our experienced management team has successfully led our operations, increased our capacity, revenues and profits since our inception and is passionate and dedicated to our business and innovation. Our highly experienced and dedicated management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions
2. **Organizational stability:** Our company has an established track record of 9+ years which indicates the company's ability to weather economic and business cycles. This indicates our ability to maintain business viability and steer the business through operational hurdles.
3. **Smooth flow of operations & Strong customer relationship:** We have established and will continue to focus on strengthening our long-standing relationships with well-known customers across product verticals. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. We believe that our customers are long term reputed players in the industry. Our relationships with them have enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. Such long-term business relationships stem from our commitment to quality products and timely delivery of customers' orders under tight delivery schedules and short production lead time. We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business. We believe, our strong customer base has not only been instrumental in our success to date, but also will be a strong driver of our future growth and help expand our market share, develop new products and enter newer markets. Our ability to

maintain and grow these customer relationships stems from our history of continuously creating value for our customers.

4. **Well-defined organizational structure:** The company has a qualified and experienced management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resource will enable us to drive the business in a successful and profitable manner for decades to come. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.
5. **Infrastructure and Integrated Manufacturing Facility:** Our aim is to continuously earn customer's trust and confidence through personal attention, and hence the output of the product as per customer requirement is the foremost thing which shall be considered and attended through technology mode. We believe in providing quality products to our customers, which is facilitated in our fully integrated and self-reliant manufacturing facility. We are devoted to quality assurance. The quality checks ensure that no defective products reached the customer and ensure reduced process rejection. We believe that our quality products have earned us a goodwill from our customers, which has resulted in customer retention and order repetition also new addition to the customer base. Further, Our Company is ISO 9001:2015 certified company and also holding certificate. Our Company focuses on consistently delivering qualitative products, thereby building customer loyalty for our product.
6. **Constant focus on developing new and innovative products:** For any company, innovation, novelty, procedural as well as technical progress are key factors for its success in the long term. Our Company constantly encourages its people to innovate and develop new products for catering to demands of our customers. This has helped our Company to become a customer-oriented manufacturing concern.
7. **Geographical Advantage:** We are strategically located in Electronic Manufacturing Cluster, in new Smart City of Raipur, which is one of the very first smart cities of India. Chhattisgarh borders six states which gives direct market access to these states also. Inland port, also gives an advantage to the location, which brings down cost of import and exports as compared to busy ports like Nhava Sheva etc. Raipur enjoys a geographical advantage, as no big city is nearby 300 KM of Raipur, and Raipur market feeds the entire Chhattisgarh, Odisha, Parts of Madhya Pradesh and parts of Vidarbha Region, and some parts of Jharkhand. Traders from this entire region are dependent on Raipur for various industries, as no direct transportation feasibility to other cities nearby Raipur Exists from the Metros. Most of the Odisha, Madhya Pradesh, Vidarbha Region, Jharkhand is dependent on Raipur as the capital of those states is very far off and Raipur is nearer to these areas, which gives business of Raipur geographical advantage
8. **Availability of Performance Linked Incentives:** We are eligible for incentives from State Government for investing under IT & ES policy of Chhattisgarh. Some of the major benefits are – (a) Capital subsidy on plant & Machinery- 50% (with max. ceiling of 1.50 Crores), (b) 75% Interest Subsidy on Term Loan and Working Capital., (c) 100 % Reimbursement of Employer contribution to PF for female employees and 75% contribution for male employees., (d) Subsidized power tariff.

#### ❖ Our Business Strategy:

1. **Focus on Increase in Volume of Sales:** As a part of our growth strategy our focus is on increasing sales volume through expansion, diversification and spread in geographical outreach. We believe that our growth in local market can fetch us new business expansion and opportunities. We are currently catering mainly in Chhattisgarh but we will expand our business PAN India by increasing our sales presence in states other than we are currently operational. We are planning soon to expand to Uttar Pradesh, Bihar, Jharkhand, Maharashtra, Telangana, Andhra Pradesh, Rajasthan, Gujrat and then others parts of the Country.
2. **Reduction of operational costs and achieving efficiency:** Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. Our

focus has been to reduce the operational costs to gain competitive edge. Economies of scale will also enable us to continuously improve our operational efficiencies.

3. ***Quality Assurance:*** Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers. Our Quality Assurance department ensures our products comply with quality standards. We perform tests and inspections on finished products and then supply them to the customers. Our Company is ISO 9001:2015 and Quality Management System certified company. We also have standard operating procedures in place for quality and timely service to our customers. Our company intends to strengthen its service effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.
4. ***Expand existing relationships with customers into other product verticals:*** We plan to continue to focus on customers with whom we have long-standing relationships in order to develop and supply more sophisticated, higher margin products. Our R&D team has the ability to add new features to existing products and develop new product lines and components.
5. ***Continuing innovation and strengthening the R&D capacity:*** Customers' demand for higher performance and top-quality products is growing rapidly. In response to this, a key part of our strategy is to continually improve our research and design capabilities to pre-empt market dynamics and meet our customers' requirements. We believe that high-value added and technology-driven components will provide us with opportunities to capture shifts in customer preferences as well as evolving regulatory requirements, such as heightened energy efficiency requirement. By providing high-value added and innovative products, we seek to be a preferred supplier to our customers, thus giving us the opportunity to consolidate our position with our customers and increase the share of their supply needs that we fulfil. As the industry will focus on high efficiency and environmentally friendly products, our R&D team will seek to design higher energy efficient model.
6. ***Deeper penetration in our existing geographies and entry into new geographies:*** We have in the past successfully expanded our operations. Our strategy is to continue to invest in the expansion of our existing network and tapping new geographies. We intend to expand further to new location in the states of Uttar Pradesh, Bihar, Jharkhand, Maharashtra, Telangana, Andhra Pradesh, Rajasthan, Gujarat and then others parts of the Country. We intend to continue increasing our customer penetration and income from sales.
7. ***Improving operational efficiencies:*** Our Company focuses on improving operating efficiencies to achieve cost reductions to have a competitive edge. We continuously strive to increase operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency, higher productivity with minimum wastage. Economies of scale also plays an important role. We believe in strong in-house management to control the entire process.
8. ***Leverage and enhance our goodwill in the market:*** We believe that the Goodwill we have created in the market commands a recall amongst the consumers in the areas where we operate due to the image and goodwill established over the years. We intend to leverage this goodwill and increase our market base. We are in constant pursuit towards newer avenues for sustainable growth.

#### ❖ SWOT Analysis:

Strengths	Weakness
<ul style="list-style-type: none"> <li>Our vast experience in consumer electronics market, as we are from wholesale trading background and then we have set up manufacturing facility. We understand the customers needs and needs of trade partners associated.</li> <li>Geographical Location, we have manufacturing facility very near to its market, and we have strong presence in tier 2 and tier 3 market, so we do not totally depend on big whole sellers for our products to sell in the market.</li> <li>We have Quality Assurance and Standards.</li> <li>We have Strong business Model</li> </ul>	<ul style="list-style-type: none"> <li>Our weakness is access to growing need of funds from time to time to scale up our business growth to make a mark in markets PAN India. This weakness is limiting our presence and is making us slower to expand in entire country.</li> <li>High working capital requirement</li> </ul>

Opportunities	Threats
<ul style="list-style-type: none"> <li>With growing E-Commerce market, we have tremendous opportunity for D2C market, which will increase our profitability as margins of the channel will be saved through technology and we can cater to direct enquiries of consumers.</li> <li>We have launched our D2C website and are also listing our products on Amazon and Flipkart.</li> <li>With a big brand void in consumer electronics Indian brand, we have a great opportunity to fill the space of various renowned brands.</li> </ul>	<ul style="list-style-type: none"> <li>Unexpected government policies are a big threat to our business as it changes traction of the business and leaves industry in a confusion.</li> <li>Government needs to incentivize local manufacturing and somehow safeguard interest of MSME manufacturers from Multinational corporates who have huge access to capital and they can govern market prices.</li> <li>Increased Competition from Big Players</li> </ul>

❖ **Competition:**

We operate in the highly competitive industry. The Indian television and electronics market is highly competitive and is dominated by significant players comprising well renowned brands constitute a substantial share of the market. Moreover, the online sale of television sets has increased considerably in the past few years, posing a threat to conventional sales channels.

India is a developing country, and the technology penetration rate is rising rapidly. Since the advent of television, television has been the main source of entertainment in India. As technology advances, smart offices and smart homes are becoming more and more popular, and smart TVs are an important part. Smart TVs serve their original entertainment purposes, as well as functions such as DVD players, music players, and running Internet-based applications.

There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

### **HUMAN RESOURCES**

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

The total strength of manpower as on date of this draft prospectus is 48 employees. Category wise details are as under:

Department	No of Employees
Chief Executive Officer	01
Chief Financial Officer	01
Company Secretary	01
Accounts Department	03
Administration Department	05
Human Resource Department	01
Marketing department	04
Production Department	13
Operation Department	01
Quality Assurance Department	06
Servicing Department	11
Security	01
<b>Total</b>	<b>48</b>

### INSURANCE POLICIES OF OUR COMPANY

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (in ₹)
2162/00606800/ 000/00	Chola MS Bharat Laghu Udyam Suraksha Policy	From: 21-05-2022 To: 20-05-2023	Stocks	Cholamandalam MS General Insurance Company Limited	15,00,00,000
6520004229	Open Marine Policy	From: 24-06-2022 To: 23-06-2023	Marine Cargo	Tata AIG General Insurance Company Ltd	5,00,00,000
20254006012180 0013001000	Motor Insurance under Hyundai Assurance Program	From: 06-11-2021 To: 05-11-2022	Hyundai Creta Reg. No.: CG 04 NE 9972	Liberty General Insurance Ltd	14,80,774

### PLANT AND MACHINERY

The details of Major Plant & Machinery and other Process are as follows:

Sl. No.	Name of Plant & Machinery and other Process	Quantity
1	Air Dryer for Conveyor	1 Nos
2	Sensors Box for Conveyor	1 Nos
3	Cleanroom System	2 Set
4	62.5KVA Electric Generator Set	1 Set
5	Instrument for LED TV Lines	1 Set
6	Heavy Duty Roller Conveyor	4 Mtr
7	Heavy Duty-Free Flow Conveyor	64 Mtr
8	Heavy Duty AC Drive	4 Set
9	Compressor	1 No
10	Wooden Pallet	70 Nos
11	Pneumatic Pipe	64 Mtr
12	Heavy Duty Diverter	4 Nos
13	Bus Bar	1 Nos

### PRODUCTION CAPACITY AND CAPACITY UTILIZATION

#### *LED Television*

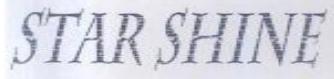
We are in production of LED Television, and capacity we create through manpower hiring as our process is semi-automatic in nature. We have kept on increasing our manpower strength in these years and hence capacity is increased.

Particulars <sup>#</sup>	March 31, 2022	March 31, 2021	March 31, 2020
Production Capacity of LED Television (Nos.) per annum	84000	60000	36000
Capacity Utilisation (Nos.) per annum	72960	45500	27600
% of Utilisation	86.86	75.83	76.67

<sup>#</sup> As certified by Management

### INTELLECTUAL PROPERTY DETAILS

Below are the details of the trademark applied by our company or registered in the name of our company: -

Logo / Word	Class	Trademark Type	Owner of Trademark	Application No. & Date	Valid Upto	Current Status
	11 <sup>(2)</sup>	Device	Arham Technologies Limited	3331838 08-08-2016	08-08-2026	Registered
	35 <sup>(3)</sup>	Device	Arham Technologies Limited	4366755 04-12-2019	04-12-2029	Registered
	42 <sup>(4)</sup>	Device	Arham Technologies Limited	5451319 17-05-2022	--	Formalities Chk Pass
	9 <sup>(5)</sup>	Device	Roshan Jain <sup>(1)</sup>	1732614 16-09-2008	16-09-2028	Registered
	11 <sup>(6)</sup>	Device	Arham Technologies Pvt. Ltd.	3693398 02-12-2017	02-12-2027	Registered
	9 <sup>(7)</sup>	Device	Arham Technologies Pvt. Ltd.	3693397 02-12-2017	02-12-2027	Registered
	9 <sup>(8)</sup>	Device	Arham Technologies Pvt. Ltd.	4315818 09-10-2019	09-10-2029	Registered
	11 <sup>(9)</sup>	Device	Arham Technologies Limited	4255265 03-08-2019	03-08-2029	Registered

- (1) The device is registered in the name of our Promoter and Managing Director Mr. Roshan Jain. Mr. Roshan Jain has given his consent to Arham Technologies Limited to use the Device via NOC.
- (2) Lighting, Tube Lights, Heat Convertor, Immersion Rod, Air Conditioners, House Hold Appliances, Water Heater, Water Purifier, Cooler, Electric Cattle, Chopper Induction Cookers, Mixer, Grinder, Gas Geysers, Rechargeable Torch, Led, Toaster, Collier, Refrigerator, Lighting Equipments.
- (3) Marketing, Advertising, Distribution, Wholesaling, Retailing and Outlets of LED TV, Fans, Washing Machine, Air Conditioner & Other Electrical & Electronics Household Appliances Included in Class 35.
- (4) Scientific and technological services and research and design relating thereto; industrial analysis and research services; design and development of computer hardware and software.
- (5) Electrical Electronics Telecommunication Apparatus and Instruments All Kind Wire & Cables Switches, Electronic Starter, Electronics Ecospecies, DVD & VCD Players, Public Address System, Television Tape Records, Microtones Parts Antenna and Fitting Included in Class 9 Except (Other Than) Ups, Inverters, Batteries, Stabilize & Computers Accessories.
- (6) Electric fans for household use, Lighting, Heat exchangers, Immersion heaters, Air conditioners, Apparatus and machines for water purification, LED lighting apparatus, Coolers, electric, Refrigerators, torch, Torches for lighting, Electromagnetic induction cookers [for household purposes].
- (7) Televisions, Television sets, LCD televisions, Display devices, speakers, television receivers and film and video devices, Plasma display panel [PDP] televisions, Ultra-high-definition televisions, HD televisions, LCD televisions, Home theatre systems, Mobile Phone, Computer, Laptop, cable, wires, Iron, Compact Disc, switches, electric fixtures and Electrical and electronic control apparatus and instruments & scientific apparatus.
- (8) Television, Speaker, Home Theatre, Mobile Phone, Computer, Laptop, cable, wires Compact Disc, switches, electric fixtures, LCD, LED, DVD, VCD and accessories, electrical, electronics & scientific apparatus, Dish antennas, Dish aerials, Television receiving dishes, Satellite dishes for satellite transmissions, & set top boxes
- (9) Fans, lighting, tube lights, heat convertor, immersion rod, air conditioners, house hold appliances, water heater, water purifier, cooler, electric cattle, chopper induction cookers, mixer, grinder, gas geysers, rechargeable torch, led, toaster, cooler, refrigerator, lighting equipments, solar lights, solar lamps, solar heating apparatus, solar panels for use in heating.

## PROPERTY DETAILS

### **Owned Property:**

As on date of this draft prospectus, our Company does not have any owned property.

### **Leased / Rented Property:**

<b>Details of the Deed/ Agreement</b>	<b>Particulars of the property, description and area</b>	<b>Tenure of Lease</b>	<b>Usage</b>
Lease Deed dated May 31, 2017 between Chhattisgarh State Industrial Development Corporation Limited ("Lessor") and Arham Technologies Private Limited ("Lessee")	Plot No. 15, Khasra No. Part of 88/2, 88/4 & 89/1, PH No. 137/16 in Electronic Manufacturing Cluster, Sector-22, Naya Raipur, District Raipur, Chhattisgarh admeasuring approx. 4191 sq. mtrs. (0.419 Hectare) 45095 sq. ft. (1.035 Acres) situated in the village Tuta, Tehsil Abanpur, District Raipur	99 years commencing from May 31, 2017 and ending on May 30, 2116	Registered Office and Manufacturing Unit
Rent Agreement dated June 03, 2022 between Smt. Sunita Bai Chabadiya ("Licensor") and Arham Technologies Limited ("Licensee")	Chitrakut Complex, Shop No. 05, Jawahar Nagar, Raipur - 492001, Chhattisgarh	11 months commencing from May 01, 2022 and ending on March 31, 2023	Branch Office

## UTILITIES & INFRASTRUCTURE FACILITIES

We have Class 1K standard clean room, where no dust is allowed to enter, it is a dust control and temperature control room (just like ICU), where floor needs to be ESD Safe and ESD Safety is of utmost necessity. Panels are assembled in this clean room where we are equipped with 64 Metre motorised conveyor with inbuilt busbars, and testing facility, where all the TV sets are assembled on the conveyors, through set by step mounting of electronic parts, which integrated to become a complete TV Set. All TV sets undergo high voltage testing, 45 mins ageing with power supply of 270 Volts and 110 Volts to test performance stability in extreme conditions. Then products are ready for packaging and despatch.

As a part of manufacturing operations, we require the steady supply of electricity. This apart, the process of manufacturing requires an uninterrupted and constant voltage power. This ensures that the products are of high quality, and also increases the productivity and lifetime of our machines and equipment. The electricity as required by our facility is provided by Chhattisgarh State Power Distribution Company Limited (CSPDCL). To cope with power failure, one 62.5 KVA DG set is already installed at our manufacturing facility,

Our manufacturing processes also require water, although they are not water intensive. The requirement for water is met primarily by sourcing through outside resources.

## QUALITY ASSURANCE

Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers. Our Quality Assurance department ensures our products comply with quality standards. We perform tests and inspections on finished products and then supply them to the customers. Our Company is ISO 9001:2015, ISO and Quality Management System certified company. Each consignment from our company is passed through tests and inspections as a part of our commitment to quality.

We have strong service network that enables after sales service even easier. We value our customer satisfaction and operate with honesty and integrity. We provide after sales service through 24x7 who offers extensive services ranging from warranty repairs, returns validation, maintenance contract, installations, buy back, spares management on pan India basis for our customers. We have also relations with local service provider for immediate services.

### **COLLABORATION/TIE-UPS/JOINT VENTURE DETAILS**

As on date of this Draft Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

### **EXPORT AND EXPORT OBLIGATIONS**

As on date of this Draft Prospectus, our Company have not exported any products and does not have any export obligations.

### **SALES & MARKETING**

Our company is having an Experienced & Customer Centric Business Development Team right from the Top Management till the on-field executive, whose main aim is to bring the business for the organisation in a right full way. The Company markets its products to currently different location across Chhattisgarh, Odisha, Madhya Pradesh, Maharashtra, Uttar Pradesh, Telangana, Delhi & Haryana. The details of sales made to different states are as under:

Name of Products	State	FY 2021-22 (₹ in Lakhs)	FY 2020-21 (₹ in Lakhs)	FY 2019-20 (₹ in Lakhs)
LED Television	Chhattisgarh	2,119.42	1,286.38	915.94
	Odisha	116.54	541.58	118.20
	Madhya Pradesh	135.01	95.64	59.10
	Maharashtra	63.09	68.27	93.13
	Uttar Pradesh	68.15	47.40	42.98
	Telangana	83.47	60.49	73.09
	Delhi	74.39	56.93	73.65
	Haryana	87.82	52.45	-
Fan	Chhattisgarh	828.16	57.03	-
	Odisha	18.20	0.59	-
Washing Machine	Chhattisgarh	5.03	-	-
Mixer Grinder	Chhattisgarh	12.02	5.58	-
Air Cooler	Chhattisgarh	35.48	3.14	2.29
<b>Total</b>		<b>3,646.79</b>	<b>2,275.49</b>	<b>1,378.37</b>

Further, with ‘Make in India’ initiative of Government of India and the growing advantage of domestic manufacturers compared to import markets due to lower lead time and working capital cycle, greater flexibility to adjust with market trends and improving cost competitiveness, we believe we are well poised to grow our domestic sales.

The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their experience and good rapport with these clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers.

We are actively promoting our brand through Print media in Chhattisgarh, Odisha and Madhya Pradesh by newspapers like Dainik Bhaskar, Patrika, Haribhoomi and Nai Duniya. We are also promoting our brand through MY FM radio platform and digital media like News 18.

Among others, we also make use of the following marketing and sales strategies to attract customer / client:

- Creating Animated Infographics
- Creating Animated Explainers
- Identifying target buyers
- Organic social media.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is an overview of certain sector specific relevant laws and regulations in India which are applicable to the operations of our Company. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by the Company, see “**Government and Other Approvals**” beginning on page no 168 of this draft prospectus. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

### APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Approvals**” beginning on page number 168 of this draft prospectus.

### BUSINESS AND TRADE RELATED LAWS

#### 1. Bureau of Indian Standards Act, 2016

The BIS Act provides for the establishment of the Bureau of Indian Standards (“BIS”) for the development of activities of standardization, conformity assessment and quality certification of goods, articles, processes, systems and services. The BIS Act provides for the functions of the BIS which includes, among others (a) publish, establish and promote Indian standards; (b) specify as Indian standard, any standard, established by any other institution in India or elsewhere, in relation to article or process; (c) undertake research for formulation of Indian standards. The BIS Act empowers the Central Government to order compulsory use of standard mark for any goods or article if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. The Parliament of India has recently notified the Bureau of Indian Standards Act, 2016, to come into force on such date as the Central Government may, by notification in the Official Gazette, appoint, under which the functions and powers of BIS have been expanded and the categories that can be standardized have been increased to include services.

#### 2. Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2012 (“Compulsory Registration Order”)

The Compulsory Registration Order mandates that the manufacturing, storage, import, sale or distribution of goods which do not meet the specified standard and/or bear a self-declaration confirming conformance to relevant Indian Standard is prohibited. The only exception is for those goods which are manufactured for export. Further, any sub-standard or defective goods must be deformed beyond use by the manufacturer and disposed of as scrap. The Compulsory Registration Order is issued by the Department of Electronics and Information Technology, Ministry of Communication and Information Technology, Government of India (“DEIT”). The DEIT vide notification no. S.O. 2905(E) dated November 7, 2014 amended the Compulsory Registration Order to include self-ballasted LED Lamps for general lighting services and fixed general purpose luminaires, as well as issued mandatory directions to the manufacturers of LED lamps/general lighting services to obtain BIS registration.

#### 3. THE LEGAL METROLOGY ACT, 2009

The Metrology Act has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weight & Measurement (Enforcement) Act, 1985. The Metrology Act provides for establishment and enforcement of standards of weights and measures and for regulation of trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The key features of the Metrology Act include appointment of government-approved test centers for verification of weights and measures, allowing companies to authorize any of its directors to be responsible to ensure that no offence is committed by a company under the Metrology Act and penalties for violation of the provisions of the Metrology Act.

#### **4. THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (MSME Act) seeks to facilitate the development of micro, small and medium enterprises. The MSME Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- (a) where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees shall be regarded as a micro enterprise;
- (b) where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees shall be regarded as a small enterprise;
- (c) where the investment in plant and machinery or equipment does not exceed fifty crore rupees and turnover does not exceed two hundred and fifty crore rupees shall be regarded as a medium enterprise.

The MSME Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSME Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSME Act provides that the agreed period cannot exceed forty-five days from the day of acceptance of goods. The MSME Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rated notified by the Reserve Bank of India from the date immediately following the date agreed upon.

#### **EMPLOYMENT AND LABOUR RELATED**

##### **5. THE FACTORIES ACT, 1948**

The Factories Act, 1948 (“Factories Act”) seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

##### **6. THE INDUSTRIAL DISPUTES ACT, 1947 AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957**

The Industrial Disputes Act, 1947 (“ID Act”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman’s services. This includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

##### **7. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (“POSH ACT”)**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”) provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favor or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or nonverbal

conduct of sexual nature. The POSH Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the POSH Act shall be punishable with a fine extending to Rs. 50,000.

## **8. MATERNITY BENEFIT ACT, 1961**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

## **9. GENERAL LABOUR LAWS**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws other than state-wise shops and establishments acts, which may be applicable to the Company due to the nature of its business activities:

1. The Contract Labour (Regulation and Abolition) Act, 1970;
2. Code on Wages, 2019\*;
3. Code on Social Security, 2020\*;
4. The Employee's Compensation Act, 1923;
5. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
6. The Payment of Gratuity Act, 1972;
7. The Payment of Bonus Act, 1965;
8. The Maternity Benefit Act, 1961;
9. The Minimum Wages Act, 1948;
10. The Employees' State Insurance Act, 1948;
11. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
12. The Payment of Wages Act, 1936;
13. The Industrial Disputes Act, 1947;
14. The Trade Unions Act, 1926;
15. Industrial Employment (Standing Orders) Act, 1946;
16. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
17. The Equal Remuneration Act, 1976; and
18. The Child Labour (Prohibition and Regulation) Act, 1986.

*\*Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.*

In order to rationalize and reform labor laws in India, the Government of India has notified four labor codes till date, namely,

1. the Code on Wages, 2019 which will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936,
2. the Industrial Relations Code, 2020 which will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947,
3. the Code on Social Security, 2020 which will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972 and (iv) the Occupational Safety, Health and Working Conditions Code, 2020 which will repeal certain enactments including the Factories Act, 1948, Motor Transport Workers Act, 1961 and the Contract Labour (Regulation and Abolition) Act, 1970

**INTELLECTUAL PROPERTY LAW****10. TRADEMARKS ACT, 1999 (Trademark Act)**

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

**11. COPYRIGHTS ACT, 1957 (Copyright Act)**

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

**12. PATENTS ACT, 1970 (Patent Act)**

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

**PROPERTY RELATED LAWS****13. TRANSFER OF PROPERTY ACT, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

**14. THE INDIAN STAMP ACT, 1899**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## TAXATION LAWS

### 15. INCOME TAX ACT, 1961

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

### 16. GOODS AND SERVICE TAX (GST)

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST(SGST) by the government of that state. For interstate transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## ENVIRONMENTAL PROTECTION LAWS

### 17. THE ENVIRONMENT PROTECTION ACT, 1986 (THE “ENVIRONMENT PROTECTION ACT”) AND THE ENVIRONMENT (PROTECTION) RULES, 1986 (THE “ENVIRONMENT PROTECTION RULES”)

The Environment Protection Act was enacted to act as an “umbrella” legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution. The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane - based water purification system which, if passed, shall be applicable to all filtration - based purification or wastewater treatment system, where polymer - based membrane is used and discarded at the end of its life.

### 18. AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981 (THE “AIR ACT”)

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes Central and State pollution control boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any person establishing or operating an industrial plant in an air pollution control area must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

### 19. THE WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974 (THE “WATER ACT”)

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of boards with a view to carrying out the aforesaid purposes for conferring on and assigning to such boards powers and functions relating thereto.

## OTHER GENERAL LAWS

### 20. THE COMPANIES ACT, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The 2013 Act is divided into 29 chapters containing 470 sections as against 658 Sections in the Companies Act, 1956 and has 7 schedules. A new term of "one-person company" is included in this act that will be a private company. Further, the Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

### 21. SALE OF GOODS ACT, 1930

The Sale of Goods Act, 1930 including its amendment from time to time, define and amend the law relating to the sale of goods in India. The act provides for setting up of contracts where the seller transfers or agrees to transfer the title (ownership) in the goods to the buyer for consideration. It is applicable all over India. Under the act, goods sold from owner to buyer must be sold for a certain price and at a given period of time.

### 22. CONSUMER PROTECTION ACT, 2019

The Consumer Protection Act, 2019, along with the Consumer Protection (E-Commerce) Rules, 2020 ("COPRA") has superseded Consumer Protection Act, 1986 and came into force on July 20, 2020 and July 23, 2020, respectively. The COPRA has been promulgated to provide for the protection of consumers' interests, to establish authorities for timely and effective administration, to settle consumers' disputes and other connected matters. It provides for establishment of the Central Consumer Protection Council to render advice on the promotion and protection of consumers' rights and the Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices, and false or misleading advertisements which are prejudicial to the interests of public and consumers. The Consumer Disputes Redressal Commissions at the district, state, and national levels are also established under the COPRA. The COPRA also governs the online sale of goods, services, digital products by entities which own, operate, or manage digital or electronic facility or platform for electronic commerce, all models of e-commerce (including marketplace or inventory based), and all e-commerce sellers. It lays down the duties and liabilities of E-Commerce entities and e-commerce sellers

### 23. OTHER INDIAN LAWS

In addition, to the above, the company is also governed by the provisions of the Competition and rules framed thereunder, other relevant central and state tax laws, foreign exchange and investment laws, applicable building and fire-safety related laws, customs act, contract act and foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for over day to day business, operations and administration.

## OUR HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Our Company was originally incorporated as '**Arham Techonologies Private Limited**' on December 27, 2013 under the provision of the Companies Act, 1956 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies - Chhattisgarh. Subsequently, name of our company changed to '**Arham Technologies Private Limited**' vide fresh Certificate of Incorporation dated February 27, 2014 bearing Corporate Identification Number U52335CT2013PTC001207 issued by Registrar of Companies – Chhattisgarh. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "**Arham Technologies Limited**" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated January 11, 2022 bearing Corporate Identification Number U52335CT2013PLC001207 issued by Registrar of Companies – Chhattisgarh.

The business journey was started by Mr. Roshan Jain by forming a Proprietorship Firm in the name of 'Arham Enterprises' in the year 1992 to carry on business in trading of Consumer Electronics.

In the year 2008, we had initially launched Television under our brand STARSHINE which was manufactured through third parties. In the year 2012, we had a strategic partnership with CROWN TV, which gave us a boost in our sales volume, as CROWN is a renowned brand since 1972, which still has a great brand pull in rural India. We partnered with them as a brand licensee for the State of Chhattisgarh, now we are also approved manufacturer for CROWN TV for their brand licensees across India.

Later, in the year 2013, Arham Technologies Private Limited was incorporated by Mr. Roshan Jain and his sons Mr. Ankit Jain & Mr. Anekanth Jain with a motive to carry all the existing business activities of Arham Enterprise in the name of Company and started manufacturing of LED Televisions. Before incorporation of our company, we were engaged in manufacturing of CRT TV and LCD TV. In the year 2015, our company diversified its business by adding Ceiling Fans under the same brand.

In the year 2017, our Company acquired land of 1.035 acres in Electronic Manufacturing Cluster, Raipur, Chhattisgarh from Chhattisgarh State Industrial Development Corporation Limited (CSIDCL) on lease basis for 99 years to set up manufacturing unit of Electronics Products. In the year 2019, Arham Technologies Limited started its own manufacturing activity of LED Televisions and since then, there was no looking back for the company, as it grew its production day by day and is capturing the market city by city.

In the 2021, we had launched Air Cooler, Washing Machine and Mixer Grinder under our brand STARSHINE, which added our product range. We are getting Fans, Air Coolers and Mixer Grinders white labelled through third party manufacturers in India. We plan to add other products in our portfolio by way of white labelling, to be part of bigger portfolio of products and make a good impression to dealers and distributors. Adding on to the advantage, company do not need to search for new markets as all the existing dealers and distributors already deal in Televisions, Fans and other household appliances.

### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

Date	Details of Registered Office	Reason for Change
At Incorporation	Shop No 10, Arhum Electronics, Opp Manju Mamta M.G. Road Raipur 492001 Chhattisgarh	----
May 12, 2020	Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh	For Business Convenience

### MAIN OBJECTS OF OUR COMPANY:

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

1. To carry on the business of exporters, importers, traders, dealers and distributors of domestic electrical appliances, like air conditioners, refrigerator, radio, television, electrical fans, electrical fittings, switch gear boxes, music system including music players, computer operated music system, mixers, grinders, roti-maker, oven, electrical cooking range, flour machinery, cloth and dish washing machines and other items required by the housekeepers and house wife and to carry on the business of buyers, sellers, importers, exporters and agents for all kinds of electric lamps, including fluorescent lamps of all kinds, incandescent lamps of all types, including vacuum and gas filled lamps, telephone dial lamps, train lamps, locomotive headlight lamps, miniature lamps, telephone dial lamps, projector lamps, tungsten halogen

*lamps of various kinds as well as gas discharge lamps including mercury vapour lamps, sodium vapour lamps, metal halide lamps, flash bulbs, neon lamps and tubes.*

2. *To carry on business as buyers, sellers, importers, exporters and agents of lighting fittings, luminaries, chokes, starters, ignitrons, lamp holders and other accessories used in conjunction with electric lamps or lighting including parts components and materials required for the manufacture of any of the above.*

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY**

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

Date of Amendment / Shareholders' resolution	Nature of Amendment
February 27, 2014	<i>Alteration in Name Clause in MOA &amp; AOA pursuant to change in the name of the company from 'Arham Technologies Private Limited' to 'Arham Technologies Private Limited'.</i>
March 29, 2015	<i>Alteration in Capital Clause in MOA pursuant to increase in Authorised Share Capital, from Rs. 2,00,000 (Rupees Two Lacs) divided into 20,000 (Twenty Thousand) Equity Shares of Rs. 10/- each to Rs. 600,000 (Rupees Six Lacs) divided into 60,000 (Sixty Thousand) Equity Shares of Rs. 10/- each.</i>
February 15, 2018	<i>Alteration in Capital Clause in MOA pursuant to increase in Authorized Share from Rs. 600,000 (Rupees Six Lacs) divided into 60,000 (Sixty Thousand) Equity Shares of Rs. 10/- each to Rs. 2,06,00,000 (Rupees Two Crore Six Lacs) divided into 20,60,000 (Twenty Lacs Sixty Thousand) Equity Shares of Rs. 10/- each.</i>
November 30, 2021	<i>Alteration in MOA &amp; AOA consequent upon conversion from Private Limited to Public Limited and subsequent change in the name of our company from Arham Technologies Private Limited to Arham Technologies Limited</i>
December 02, 2021	<i>Alteration in Capital Clause in MOA pursuant to increase in Authorized Share Capital of the company from Rs. 2,06,00,000 (Rupees Two Crore Six Lacs) divided into 20,60,000 (Twenty Lacs Sixty Thousand) Equity Shares of Rs. 10/- each to Rs. 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each.</i>
June 25, 2022	<i>Alteration in Capital Clause in MOA pursuant to increase in Authorized Share Capital of the company from Rs. 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 9,00,00,000 (Rupees Nine Crores) divided into 90,00,000 (Ninety Lakh) Equity Shares of Rs. 10/- each.</i>

#### **CORPORATE PROFILE OF OUR COMPANY**

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled "Our Business", "Our Management" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 81, 106 and 160 respectively, of this Draft Prospectus.

## MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Year	Key Milestones
2013	<ul style="list-style-type: none"> <li>• <i>Incorporation of our Company.</i></li> <li>• <i>Started manufacturing of LED Televisions.</i></li> </ul>
2015	<ul style="list-style-type: none"> <li>• <i>Started manufacturing of Ceiling Fans.</i></li> </ul>
2017	<ul style="list-style-type: none"> <li>• <i>Acquired land in Electronic Manufacturing Cluster, Raipur, Chhattisgarh from CSIDCL on lease basis for setting up manufacturing unit of Electronics Products</i></li> </ul>
2019	<ul style="list-style-type: none"> <li>• <i>Started its own manufacturing unit of LED Television</i></li> </ul>
2020	<ul style="list-style-type: none"> <li>• <i>Crossed turnover of ₹ 10.00 crores</i></li> </ul>
2021	<ul style="list-style-type: none"> <li>• <i>Started manufacturing of Air Cooler, Washing Machine and Mixer Grinder</i></li> </ul>

## SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Draft Prospectus, our Company does not have any significant strategic or financial partners.

## TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Prospectus, there has been no time and cost overruns in the Company.

## LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see '***Our Business***' and '***History and Certain Corporate Matters***' on pages 81 and 102.

## DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Draft Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

## DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter "***History and Certain Corporate Matters***" beginning on page no. 102, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Prospectus.

## HOLDING COMPANY

As on the date of this Draft Prospectus, our Company does not have a holding company.

## JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any joint ventures.

## SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Prospectus, our Company does not have any subsidiaries.

## **ASSOCIATES OF OUR COMPANY**

As on the date of this Draft Prospectus, our Company does not have any associates.

## **DETAILS OF SHAREHOLDERS' AGREEMENT**

As on date of this Draft Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

## **OTHER MATERIAL AGREEMENTS**

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

## **GUARANTEES GIVEN BY OUR PROMOTERS**

Our Promoters have not given any guarantee to any third parties as on the date of this Draft Prospectus.

## **CAPITAL RAISING (DEBT / EQUITY)**

Except as set out in the Sections titled "***Capital Structure***" and "***Financial Indebtedness***" beginning on page no 43 and 158 respectively of this Draft prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

## **INJUNCTION OR RESTRAINING ORDER**

Our company is not operating under any injunction or restraining order.

## **DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled "***Financial Statements as restated***" beginning on page no. 125 of this Draft prospectus.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS**

Except as mentioned in chapter "***Our History and Certain Corporate Matters***" beginning on page no. 102 there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this Draft prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

## **SHAREHOLDERS OF OUR COMPANY**

As on the date of this Draft Prospectus, our Company has 7 (Seven) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled "***Capital Structure***" beginning on page no. 43 of this Draft Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 6 (Six) Directors on our Board. The detailed composition are as follows:

Sl. No.	Name of the Director	DIN	Current Designation	Date of Joining#
1	Mr. Roshan Jain	06381291	Managing Director	27-12-2013
2	Mr. Ankit Jain	06381280	Executive Director & Chief Financial Officer	27-12-2013
3	Mr. Anekant Jain	06732591	Executive Director & Chief Executive Officer	27-12-2013
4	Mrs. Rukmani Jain	06381287	Non-Executive Director	25-06-2022
5	Mr Saurabh Agrawal	07472972	Independent Director	25-06-2022
6	Mr. Gaurav Agrawal	07231924	Independent Director	25-06-2022

# Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this draft prospectus:

Sl. No.	Particulars	Details
1	Name of the Director	<b>Mr. Roshan Jain</b>
	Father's Name	Mahatab Jain
	Residential Address	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
	Date of Birth	04-08-1966
	Age	56 Years
	Designation	Managing Director
	DIN	06381291
	Occupation	Business
	Nationality	Indian
	Qualification	B. Com
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	27-12-2013; Designation changed to Managing Director w.e.f. 25-06-2022
	Terms of Appointment	3 Years as MD w.e.f. 25-06-2022 till 24-06-2025; Liable to retire by rotation
	Directorship in other companies / Designated Partner in LLPs	1. Bulkkart Private Limited 2. StarshineVentures Private Limited

Sl. No.	Particulars	Details
2	Name of the Director	<b>Mr. Ankit Jain</b>
	Father's Name	Roshan Jain
	Residential Address	71 Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh
	Date of Birth	17-12-1988
	Age	33 Years
	Designation	Executive Director & CFO
	DIN	06381280
	Occupation	Business
	Nationality	Indian
	Qualification	BE (Electrical & Electronics), Entrepreneurship Certificate Course from IIT Delhi
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	27-12-2012; Re-designated as Chief Financial Officer w.e.f. 02-06-2022
	Terms of Appointment	Liable to retire by rotation

Sl. No.	Particulars	Details
	Directorship in other companies / Designated Partner in LLPs	1. Bulkkart Private Limited 2. StarshineVentures Private Limited

Sl. No.	Particulars	Details
3	Name of the Director	<b>Mr. Anekant Jain</b>
	Father's Name	Roshan Jain
	Residential Address	71 Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh
	Date of Birth	14-01-1994
	Age	29 Years
	Designation	Executive Director
	DIN	06732591
	Occupation	Business
	Nationality	Indian
	Qualification	BE (Computer Science); Entrepreneurship Certificate Course From XLRI
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	27-12-2013; Re-designated as Chief Executive Officer w.e.f. 02-06-2022
	Terms of Appointment	Liable to be retire by rotation
	Directorship in other companies / Designated Partner in LLPs	1. Bulkkart Private Limited 2. StarshineVentures Private Limited

Sl. No.	Particulars	Details
4	Name of the Director	<b>Mrs. Rukmani Jain</b>
	Father's Name	Parshur Ram Agrawal
	Residential Address	71 Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
	Date of Birth	18-07-1966
	Age	56 Years
	Designation	Non Executive Directors
	DIN	06381287
	Occupation	Business
	Nationality	Indian
	Qualification	B.Com
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	25-06-2022
	Terms of Appointment	3 Years; w.e.f. 25-06-2022 to 24-06-2025; Not liable to retire by rotation.
	Directorship in other companies / Designated Partner in LLPs	1. Bulkkart Private Limited

Sl. No.	Particulars	Details
5	Name of the Director	<b>Mr. Saurabh Agrawal</b>
	Father's Name	Radhe Shyam Agrawal
	Residential Address	E-519, Block-G, Near Radha Krishna Mandir, Samta Colony, Raipur – 492001.
	Date of Birth	08-06-1989

Sl. No.	Particulars	Details
5	Age	33 Years
	Designation	Independent Director
	DIN	07472972
	Occupation	Practicing Professional
	Nationality	Indian
	Qualification	CA
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	25-06-2022
	Terms of Appointment	3 Years; w.e.f. 25-06-2022 to 24-06-2025; Not liable to retire by rotation.
	Directorship in other companies / Designated Partner in LLPs	1. Coreapp Technologies Private Limited 2. Core Fintech Experts Private Limited

Sl. No.	Particulars	Details
6	Name of the Director	<b>Mr. Gaurav Agrawal</b>
	Father's Name	Suresh Kumar Agrawal
	Residential Address	E-97B, Balaji Bhavan, Samta Colony, Raipur-492001, Chhattisgarh.
	Date of Birth	08-06-1989
	Age	33 Years
	Designation	Independent Director
	DIN	07231924
	Occupation	Practicing Professional
	Nationality	Indian
	Qualification	CA
	No. of Years of Experience	Please refer "Brief Biographies of Directors" as mentioned below
	Date of Appointment	25-06-2022
	Terms of Appointment	3 Years; w.e.f. 25-06-2022 to 24-06-2025; Not liable to retire by rotation.
	Directorship in other companies / Designated Partner in LLPs	1. Coreapp Technologies Private Limited 2. Core Fintech Experts Private Limited 3. Rokad App Private Limited

#### BRIEF BIOGRAPHIES OF THE DIRECTORS:

1. **Mr. Roshan Jain**, aged about 56 years, is the Promoter and Managing Director of our company and have experience of 34 years as an entrepreneur. Started his entrepreneurial journey back in 1988, with small shop of Radio, Tape Recorders, Television in a village in Odisha. Growing from there, he saw opportunity in wholesale trading in similar products and started trading business in Raipur (Madhya Pradesh back then). He shifted to Raipur in 1992, developed a network of dealers and distributors and kept growing business. His key skills are accounting, quick decision making, and developing relations with potential business vendors and customers. He has vast experience in working with various vendors and customers and has faced all lows and highs of business which is necessary to run a business successfully.
2. **Mr. Ankit Jain**, aged about 33 years, is the Promoter and Executive Director cum Chief Financial Officer our Company and have experience of 11 years as an entrepreneur. He holds a degree of BE in Electrical and Electronics and then completed Diploma in Entrepreneurship from Indian Institute of Technology, Delhi. After completion of his Bachelor's degree, he then joined his father's trading business. Having Technical and Management education, it brought tremendous clarity on both areas of business, and focused in quality improvement and managing business in modern style using advanced tools and technology. Key skill sets being, New Product development, choosing right kind of parts to achieve the desired quality output, negotiations, using Innovative solutions to solve problem.

3. **Mr. Anekant Jain**, aged about 29 years, is the Promoter and Executive Director cum Chief Executive Officer of our Company and have experience of 7 years as an entrepreneur. He holds a degree of BE in Computer Science and then completed an Entrepreneurship certificate course from XLRI. With a strong family business environment and with a desire to expand the venture to pan India, he joined the family business, after completing his Engineering in Computer Science. Having a key expertise in Operations Management, family business improved their efficiency by automating many manual processes that were initially being followed. Key skills being, implementing new technology to increase market penetration, increasing customer base. Having experience in increasing production efficiency using lean management tools and techniques.
4. **Mrs. Rukmani Jain**, aged about 56 years, is the non-executive director of our Company and have experience of 25 years as an entrepreneur. With more than 25 years of experience in Human Resource, highly skilled in Behaviour Analysis, she brings tremendous balance in Board of Arham Technologies Limited as her experience and knowledge in Human Resource will be helpful in employee retention. She has been helping Arham Technologies Limited employees with Meditation, Emotional Intelligence, Stress Management and crisis management. She has been a great corporate trainer throughout her career and has helped various organisation in improving efficiency through her various training programs.
5. **Mr. Saurabh Agrawal**, aged about 33 years, is the Independent Director of our Company and have an experience of 10 years as a Practicing Chartered Accountant. After clearing the professional course of Chartered Accountancy in September 2012, Mr. Saurabh Agrawal started his CA practice in Raipur. He consistently kept on improvising his practical skill sets with a lot of dedication and efforts. His key fields are Direct Tax and Audit including Bank Audits. He is very good in interpersonal skills and an expert in his area of practice. He has a vast working experience over 10 years with various Organisations and also a positive mind set to provide the best possible professional consultation to his clients. He is also a trainer in Direct Taxes and is a speaker in multiple forums.
6. **Mr. Gaurav Agrawal**, aged about 33 years, is a Independent Director of our company and have experience of 9 years as a Practicing Chartered Accountant. After clearing the professional course of Chartered Accountancy in April 2013, Mr. Gaurav Agrawal started his CA practice in Raipur. To improvise his practical skill set he joined hands with a renowned CA firm of Raipur M/s Badhan and Company. His key fields are accounting and indirect taxation including Customs and GST. He is also very prompt in decision making and providing professional consultation in his area of practice. He has working experience of 9 years with various clients and has expertise knowledge in his field of assignments. He is a renowned corporate trainer and also trains various CA aspirants in field of Taxation.

#### **FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS**

None of the directors of our Company have family relationship except for Mr. Roshan Jain and Mrs. Rukmani Jain who are spouses, Mr. Ankit Jain and Mr. Anekant Jain who are the son of Mr. Roshan Jain and Mrs. Rukmani Jain and Mr. Ankit Jain and Mr. Anekant Jain who are brothers.

#### **ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this draft prospectus.

#### **SERVICE CONTRACTS**

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

#### **COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR TO THE DATE OF THIS DRAFT PROSPECTUS**

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

#### **DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET**

None of the Directors of our Company are associated with securities market.

#### **COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA**

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

## BORROWING POWERS OF THE BOARD

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated November 30, 2021, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 300.00 crores.

## POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

## POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the EMERGE Platform of NSE.

## REMUNERATION TO EXECUTIVE DIRECTORS

The compensation payable to Executive Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

## PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

## THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT PROSPECTUS ARE AS FOLLOWS:

Sl. No.	Name of the Director Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Roshan Jain	19,62,000	31.75%	23.19%
2	Ankit Jain	17,49,000	28.30%	20.67%
3	Anekant Jain	11,34,000	18.35%	13.40%
4	Rukmani Jain	8,40,000	13.59%	9.93%
	<b>Total</b>	<b>56,85,000</b>	<b>91.99%</b>	<b>67.20%</b>

## INTEREST OF OUR DIRECTORS

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled "*Our Promoters and Promoter Group*" beginning on page no. 118 of this draft prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "*Shareholding of Directors in our Company*" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled "**Financial Information as Restated**" and "**Our Promoters and Promoter Group**" beginning on pages 125 and 118 respectively of this draft prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft prospectus. For further details, please refer to section titled "**Our Management**" beginning on page 106 of this draft prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "**Our Management**" or the section titled "**Financial Information – Related Party Transactions**" beginning on page no 106 and 137 respectively of this draft prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

#### **CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST THREE (3) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:**

Name of Director	Date of appointment	Date of Change of Designation / Re-appointment	Date of cessation	Reason
Roshan Jain	27-12-2013	25-06-2022	--	Designation changed to Managing Director
Rukmani Jain	25-06-2022	--	--	Appointed as Non-Executive Director
Saurabh Agrawal	25-06-2022	--	--	Appointed as Independent Director
Gaurav Agrawal	25-06-2022	--	--	Appointed as Independent Director

#### **OTHER CONFIRMATIONS:**

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this draft prospectus.
- None of our Promoters or Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares.
  - (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this draft prospectus or.
  - (b) delisted from the stock exchanges.
- None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc. except as mentioned in this Draft Prospectus.

## CORPORATE GOVERNANCE

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 6 (Six) Directors (including one Women Director).

Sl. No.	Name of the Director	DIN	Designation
1	Mr. Roshan Jain	06381291	Managing Director
2	Mr. Ankit Jain	06381280	Executive Director & CFO
3	Mr. Anekant Jain	06732591	Executive Director & CEO
4	Mrs. Rukmani Jain	06381287	Non Executive Director
5	Mr. Saurabh Agrawal	07472972	Independent Director
6	Mr. Gaurav Agrawal	07231924	Independent Director

## COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

### ❖ Audit Committee

*As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.*

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated August 29, 2022. The Audit Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Mr. Saurabh Agrawal	Chairperson	Independent Director
Mr. Gaurav Agrawal	Member	Independent Director
Mr. Ankit Jain	Member	Executive Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

**Powers of Audit Committee:** The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To have full access to information contained in the records of the company;
- To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.
- May call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company
- Such powers as the Board may deem fit in accordance with the Act, LODR and any other rules and regulations.

**Role of Audit Committee:** The role of the Audit Committee shall include the following:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;

- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds related through public offers and related matters
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the draft prospectus/notice in terms of Regulation 32(7).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

#### ❖ Stakeholders' Relationship Committee

*As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board*

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated August 29, 2022. The Stakeholders' Relationship Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Mr. Gaurav Agrawal	Chairperson	Independent Director
Mr. Rukmani Jain	Member	Non Executive Director
Mr. Ankit Jain	Member	Executive Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

#### Role of the Stakeholders Relationship Committee

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

As required under Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders' Relationship Committee shall meet at least once in a year.

#### ❖ Nomination and Remuneration Committee

*As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.*

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated August 29, 2022. The Nomination and Remuneration Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Mr. Gaurav Agrawal	Chairman	Independent Director
Mrs. Rukmani Jain	Member	Non Executive Director
Mr. Saurabh Agrawal	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

#### Role of the Nomination and Remuneration Committee

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the role of our Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

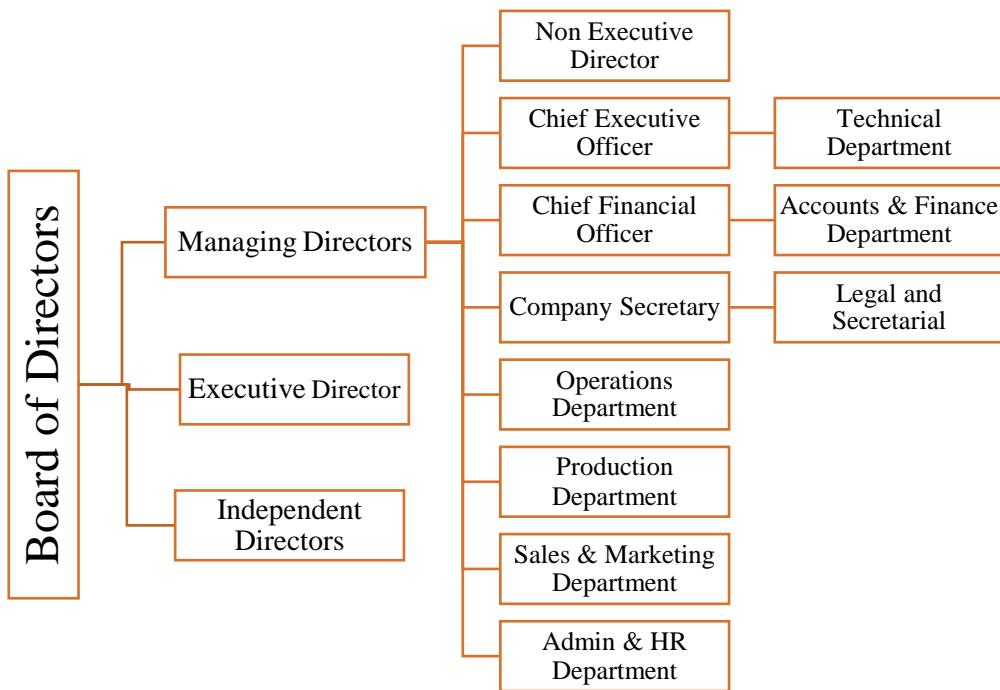
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.

❖ **Corporate Social Responsibility Committee:**

*As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.*

The Corporate Social Responsibility committee is not applicable to our company till the date of this draft prospectus. We will comply with the requirement as and when the CSR is applicable to us.

## MANAGEMENT ORGANIZATIONAL STRUCTURE:



## OUR KEY MANAGERIAL PERSONNEL

The details of the Key Managerial Personnel as on the date of this draft prospectus are set out below. All the Key Managerial Personnel are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

- Mr. Roshan Jain**, Managing Director for details please refer section titled “Our Management” beginning at page no 106 of this Draft Prospectus.
- Mr. Ankit Jain**, Chief Financial Officer, for details please refer section titled “Our Management” beginning at page no 106 of this Draft Prospectus.
- Mr. Anekant Jain**, Chief Executive Officer, for details please refer section titled “Our Management” beginning at page no 106 of this Draft Prospectus.
- Mrs. Pooja Avinash Gandhewar**, aged about 30 years, is the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India. She is having post qualification experience of 5 years in Company Law compliance. She has been completed her CS training at MJP Associates, Practicing Companies Secretaries, Rajkot. She was holding position of Whole Time Company Secretary and Compliance Officer with various Corporate Houses.

## STATUS OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

All our key managerial personnel are permanent employees of our Company.

## SHAREHOLDING OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

The details of the shareholding of our Key Management Personnel as on the date of this draft prospectus are as follows:-

Sl. No.	Name of the Director Shareholder	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Roshan Jain	Managing Director	19,62,000	31.75%	23.19%
2	Ankit Jain	Executive Director & CFO	17,49,000	28.30%	20.67%
3	Anekant Jain	Executive Director & CEO	11,34,000	18.35%	13.40%

### BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel of our Company.

### INTERESTS OF KEY MANAGEMENT PERSONNEL

Except as mentioned above in this draft prospectus, the Key Management Personnel do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this draft prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "**Financial Information as Restated**" beginning on page no 125 of this draft prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

### RELATIONSHIP AMONGST THE KEY MANAGERIAL PERSONNEL OF OUR COMPANY

There is family relationship amongst the Key Managerial Personnel of our Company except Mr. Ankit Jain and Mr. Anekant Jain who are the son of Mr. Roshan Jain, and Mr. Ankit Jain and Mr. Anekant Jain who are brothers.

### RELATIONSHIP BETWEEN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

There is no family relationships between the Directors and Key Managerial Personnel of our Company other than mentioned elsewhere in the Draft prospectus.

### ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

### LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OF OUR COMPANY

None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this draft prospectus.

### CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE (3) YEARS

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

Name of the Key Managerial Personnel	Date of appointment	Date of cessation	Reason
Mr. Roshan Jain	25-06-2022	--	Designation changed to Managing Director
Mr. Ankit Jain	02-06-2022	--	Appointed as Chief Financial Officer
Mr. Anekant Jain	02-06-2022	--	Appointed as Chief Executive Officer
Mrs. Pooja Avinash Gandhewar	10-08-2022	--	Appointed as Company Secretary and Compliance Officer

## OUR PROMOTERS AND PROMOTER GROUP

### 1. Our Promoters:

Our Promoters are (i) Roshan Jain, (ii) Mr. Ankit Jain, (iii) Mr. Anekant Jain. As on the date of this draft prospectus, our Promoters jointly hold 48.45,000 Equity Shares which in aggregate, almost constitutes 78.40% of the pre issued paid-up Equity Share capital of our Company.

#### (i) Details of Individual Promoters of our Company

	<p><b>Mr. Roshan Jain</b>, aged 56 years, is the Promoter and Managing Director of the company. For further personal details, please also refer to section titled "<b>Our Management</b>" and "<b>Group Entities of our Company</b>" beginning on page 106 and 122 respectively of this draft prospectus.</p>
<b>Name of Promoter</b>	Roshan Jain
<b>Father's Name</b>	Mahatab Jain
<b>Date of Birth</b>	04-08-1966
<b>Age</b>	56 Years
<b>Qualification</b>	B. Com
<b>Occupation</b>	Business
<b>Nationality</b>	Indian
<b>Address</b>	71, Nagar Nigam Colony, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
<b>DIN</b>	06381291
<b>Directorship in other companies / Designated Partner in LLPs</b>	1. Bulkkart Private Limited 2. Starshine Ventures Private Limited

	<p><b>Mr. Ankit Jain</b>, aged 34 years, is the Promoter, Executive Director, and Chief Financial Officer of the company. For further personal details, please also refer to section titled "<b>Our Management</b>" and "<b>Group Entities of our Company</b>" beginning on page 106 and 122 respectively of this draft prospectus.</p>
<b>Name of Promoter</b>	Ankit Jain
<b>Father's Name</b>	Roshan Jain
<b>Date of Birth</b>	17-12-1988
<b>Age</b>	33 Years
<b>Qualification</b>	BE (Electrical & Electronics), Entrepreneurship Certificate Course from IIT Delhi
<b>Occupation</b>	Business
<b>Nationality</b>	Indian

<b>Address</b>	71, Nagar Nigam Coloney, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
<b>DIN</b>	06381280
<b>Directorship in other companies / Designated Partner in LLPs</b>	1. Bulkkart Private Limited 2. StarshineVentures Private Limited



**Mr. Anekant Jain**, aged 28 years, is the Promoter, Executive Director and Chief Executive Officer of the company. For further personal details, please also refer to section titled "***Our Management***" and "***Group Entities of our Company***" beginning on page 106 and 122 respectively of this draft prospectus.

<b>Name of Promoter</b>	Anekant Jain
<b>Father's Name</b>	Roshan Jain
<b>Date of Birth</b>	14-01-1994
<b>Age</b>	28 years
<b>Qualification</b>	BE (Computer Science); Entrepreneurship Certificate Course From XLRI
<b>Occupation</b>	Business
<b>Nationality</b>	Indian
<b>Address</b>	71, Nagar Nigam Coloney, Near Deshbandhu Press, Raipur 492001, Chhattisgarh.
<b>DIN</b>	06732591
<b>Directorship in other companies / Designated Partner in LLPs</b>	1. Bulkkart Private Limited 2. StarshineVentures Private Limited

*Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport number, Aadhaar card number and driving license number of our Promoters to NSE separately at the time of filing the draft prospectus.*

#### (ii) Details of Body Corporate Promoters of our Company:

We don't have any Body Corporate Promoters.

### OTHER INFORMATION RELATED TO OUR COMPANY

#### ***Interests of our Promoters:***

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled "***Capital Structure***" beginning on page 43 of this draft prospectus. Further, our promoters may also be interested to the extent they are Directors on our Board. For further information on remuneration to the Executive Directors, please refer to section titled "***Our Management***" beginning on page 106 of this draft prospectus.

Except as disclosed in this draft prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

***Interest of Promoters in Sales and Purchases:***

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled “***Financial Information - Related Party Transactions***” beginning on page no. 137 of this draft prospectus.

***Confirmations:***

Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.
- Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI
- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

***Payment or benefits to the Promoters in the last two (2) years:***

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled “***Financial Information - Related Party Transactions***” beginning on page no. 137 of this draft prospectus.

***Disassociation by the Promoters from entities in last three (3) years:***

Except as mentioned in the table hereunder, there are no promoters who have disassociated from any of the entity in the last 3 years.

***Litigation details pertaining to our Promoters:***

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled “***Outstanding Litigations and Material Developments***” beginning on page no. 165 of this draft prospectus.

## 1. Our Promoter Groups:

In compliance with SEBI Guideline, "**Promoter Group**" pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

### A) Natural persons forming part of Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Relationship	Name of the Promoters		
	Roshan Jain	Ankit Jain	Anekant Jain
<b>Father</b>	Late. Mahatab Jain	Roshan Jain	Roshan Jain
<b>Mother</b>	Late. Phulmati Jain	Rukmani Jain	Rukmani Jain
<b>Spouse</b>	Rukmani Jain	Kanika Jain	N.A.
<b>Brother</b>	N.A.	Anekant Jain	Ankit Jain
<b>Sister</b>	N.A.	N.A.	N.A.
<b>Son</b>	Ankit Jain	N.A.	N.A.
<b>Son</b>	Anekant Jain	N.A.	N.A.
<b>Daughter</b>	N.A.	Dhwani Jain	N.A.
<b>Spouse's Father</b>	Parshur Ram Agrawal	Rakesh Agrawal	N.A.
<b>Spouse's Mother</b>	Late. Shanti Agrawal	Vinita Agrawal	N.A.
<b>Spouse's Brothers</b>	N.A.	Pranav Agrawal	N.A.
<b>Spouse's Sisters</b>	N.A.	N.A.	N.A.

\*NA means Not Applicable

### B) Entities forming part of Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

#### Private Limited Company

- Starshine Ventures Private Limited.
- Bulkkart Private Limited.
- Magure Softwares Private Limited.

#### Hindu Undivided Family

- Roshan Jain & Sons
- Ankit Jain HUF

### C) All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Draft Prospectus under the heading "shareholding of the promoter group":

- Rukmani Jain
- Kanika Jain
- Roshan Jain HUF
- Pranav Agrawal

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “**Group Companies/Entities**” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, we confirm that we don't have any Group Entities.

## RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this draft prospectus i.e., as at and for the financial year ended on 31st March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 please refer to Section titled, **Financial Information - Related Party Transactions**, beginning on page 137 of this draft prospectus.

## DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Draft Prospectus.

## SECTION IX: FINANCIAL INFORMATION AS RESTATED

**INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION**  
 (As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and  
 Allotment of Securities) Rules, 2014)

To,  
 The Board of Directors,  
**ARHAM TECHNOLOGIES LIMITED**

Dear Sir(s),

We have examined the attached Restated Audited Financial Information of Arham Technologies Limited comprising the Restated Audited Statement of Assets and Liabilities as at March 31, 2022, March 31, 2021, & March 31, 2020 the Restated Audited Statement of Profit & Loss, the Restated Audited Cash Flow Statement for the financial year ended March 31, 2022, March 31, 2021, March 31, 2020, the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on Dated 29th August, 2022 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") as amended (ICDR Regulations"); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note").

The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Chhattisgarh in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the financial year ended on March 31, 2022, 2021 & 2020 on the basis of preparation stated in ANNEXURE – IV to the Restated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 05.09.2022 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited financial statements of company as at March 31, 2022, March 31, 2021 & March 31, 2020 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by us dated 29<sup>th</sup> August, 2022 for Financial Year ended on March 31, 2022 & 17<sup>th</sup> November, 2021 for the financial year ended on March 31, 2021 & by the Previous Auditor i.e., M/s. Nandan Jain & Company dated 20<sup>th</sup> July, 2020 for the financial year ended on 31st March, 2020 respectively.
- b) The audit was conducted by the Company's previous Statutory Auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statement of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement") examined by them for the said years.

The modification in restated financials were carried out based on the modified reports, if any, issued by us & Previous auditor which is giving rise to modifications on the financial statements as at March 31, 2022, March 31, 2021, March 31, 2020. There is no qualification of Us and previous auditor for the Financial Statement of 31st March 2022, 2021 and, 2020.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the period ended on March 31, 2022, March 31, 2021 & 2020: -

- a) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by us for the financial year ended on March 31, 2022 and March 31, 2021 and in the audit report issued by previous auditors for the Financial Year Ended March 31, 2020, so the same would not require adjustments in this Restated Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this report;
- f) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement.
- i) There are NO related party transactions for purchase & sales of Goods entered by the company.
- j) The company has not valued its obligations related to Retirement Benefits as per AS – 15.
- k) The Company has not paid any dividend since its incorporation.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The "Restated Statement of Assets and Liabilities" as set out in ANNEXURE – A to this report, of the Company for the Financial Year Ended March 31, 2022, 2021 and 2020 is prepared by the Company and

approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.

- b) The “Restated Statement of Profit and Loss” as set out in ANNEXURE – B to this report, of the Company for Financial Year Ended March 31, 2022, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.
- c) The “Restated Statement of Cash Flow” as set out in ANNEXURE – C to this report, of the Company for the Financial Year Ended March 31, 2020, 2021 and 2020 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.

Audit for the period ended on March 31, 2022 and March 31, 2021 is conducted by us & for financial year ended on March 31, 2020 was conducted by M/s. Nandan Jain & Company & accordingly reliance has been placed on the financial statement for the said years. Financial Reports included for said years are solely based on report submitted by them.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the Financial Year Ended March 31, 2022, 2021 and 2020 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Standalone Summary Statement Of Asset And Liabilities	ANNEXURE-I
Restated Summary Statement Of Profit And Loss	ANNEXURE-II
Restated Standalone Summary Statement Of Cash Flow	ANNEXURE-III
Summary Significant Accounting Policies And Notes To Accounts As Restated.	ANNEXURE-IV
Reconciliation Of Restated Profit After Tax	ANNEXURE-V
Reconciliation Of Restated Equity/ Networth	ANNEXURE-VI
Details Of Share Capital, As Restated	ANNEXURE-VII
Statement Of Reserves And Surplus, As Restated	ANNEXURE-VIII
Statement Of Long Term Borrowings, As Restated	ANNEXURE-IX
Statement Of Long Term Provisions	ANNEXURE-X
Statement Of Deferred Tax ( Assets/Liabilities)	ANNEXURE-XI
Statement Of Short Term Borrowings, As Restated	ANNEXURE-XII
Statement Of Trade Payables	ANNEXURE-XIII
Statement Of Other Current Liabilities, As Restated	ANNEXURE-XIV
Statement Of Short Term Provisions, As Restated	ANNEXURE-XV
Statement Of Fixed Assets	ANNEXURE-XVI
Statement Of Non-Current Investments, As Restated	ANNEXURE-XVII
Statement Of Long -Term Loans And Advances, As Restated	ANNEXURE-XVIII
Statement Of Inventories	ANNEXURE-XIX
Statement Of Trade Receivables	ANNEXURE-XX
Statement Of Cash & Cash Equivalents	ANNEXURE-XXI
Statement Of Short Term Loans And Advances, As Restated	ANNEXURE-XXII
Statement Of Other Current Assets, As Restated	ANNEXURE-XXIII
Statement Of Revenue From Operations, As Restated	ANNEXURE-XXIV
Statement Of Other Income, As Restated	ANNEXURE-XXV
Statement Of Cost Of Material Consumed	ANNEXURE-XXVI
Statement Of Changes In Inventories Of Finished Goods	ANNEXURE-XXVII

Statement Of Employee Benefit Expenses, As Restated	ANNEXURE-XXVIII
Statement Of Finance Costs, As Restated	ANNEXURE-XXIX
Statement Of Depreciation And Amortization Expenses, As Restated	ANNEXURE-XXX
Statement Of Other Expenses	ANNEXURE-XXXI
Statement Of Related Parties Transactions	ANNEXURE-XXXII
Statement Of Tax Shelter	ANNEXURE-XXXIII
Restated Summary Statement Of Contingent Liabilities	ANNEXURE-XXXIV
Statement Of Capitalization	ANNEXURE-XXXV

In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. R. S. Choraria & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above financial information contained in ANNEXURE – I to XXXV of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For and on behalf of**  
**R. S. CHORARIA & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 011303C**

Sd/-

RITU S. JAIN  
**Partner**  
**Membership Number: 074899**

**UDIN:** 22074899ARHLCC8898

**Place: Raipur**  
**Date: 29.08.2022**

<b>ANNEXURE - I</b>			
<b>RESTATED STANDALONE SUMMARY STATEMENT OF ASSET AND LIABILITIES</b>			
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	206.00	206.00	206.00
Reserve And Surplus (excluding Revaluation Reserves, if any)	507.44	205.44	1.67
<b>Non Current Liabilities</b>			
Long-term Borrowings	386.94	171.27	327.40
Deferred tax Liabilities	10.85	1.41	1.33
Long-term Provisions	-	-	-
<b>Current Liabilities</b>			
Short-term Borrowings	645.95	642.11	403.28
Trade Payables	358.03	50.15	37.53
Other Current Liabilities	88.47	198.29	0.49
Short-term Provisions	110.59	67.55	-
<b>Total</b>	<b>2,314.28</b>	<b>1,542.23</b>	<b>977.71</b>
<b>II. Asset</b>			
<b>Non Current Asset</b>			
Fixed Asset			
(i) Tangible Asset	203.59	341.33	363.28
(ii) Intangible Asset	19.34	4.20	-
Other Non Current Asset	-	0.00	1.12
Long-term Loan and Advances	81.55	1.73	-
<b>Current Asset</b>			
Inventories	951.81	846.95	336.82
Trade Receivables	945.93	289.15	186.29
Cash and Cash Equivalents	18.40	16.23	23.41
Short-term Loan and Advances	6.46	42.63	65.04
Other Current Asset	87.19	-	1.75
<b>Total</b>	<b>2,314.27</b>	<b>1,542.22</b>	<b>977.71</b>

**Note:-**

The above statement should be read with the significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

**For and on behalf of**

R. S. CHORARIA &amp; ASSOCIATES

**Chartered Accountants**

FRN: 011303C

Sd/-

RITU S. JAIN

**Partner****Membership Number: 074899**

UDIN: 22074899ARHLCC8898

**Place: Raipur****Date: 29.08.2022**

<b>ANNEXURE - II</b>			
<b>RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS</b>			
<b>Particulars</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Revenue from Operations	3,646.79	2,275.49	1,378.37
Other Income	80.58	4.62	0.91
<b>Total Revenue</b>	<b>3,727.37</b>	<b>2,280.11</b>	<b>1,379.28</b>
<b>Expenses:</b>			
Cost of Operation	3,113.00	2,268.59	1,130.10
Changes in inventories of finished goods	(104.86)	(510.13)	24.05
Employee Benefits Expenses	71.67	44.62	39.09
Finance Costs	110.24	60.96	58.97
Depreciation and Amortization Expense	25.69	48.75	50.43
Other Expenses	89.42	95.63	21.29
<b>Total Expenses</b>	<b>3,305.16</b>	<b>2,008.42</b>	<b>1,323.93</b>
Profit before exceptional and extraordinary items and tax (A-B)	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Exceptional/Prior Period items - Provisions for CSR	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Extraordinary items	-	-	-
<b>Profit Before Tax</b>	<b>422.21</b>	<b>271.69</b>	<b>55.35</b>
Provision for Tax			
- Current Tax	110.76	76.48	-
- Earlier Year Taxes	-	(8.63)	-
- Deferred Tax Liability / (Asset)	9.44	0.08	1.16
<b>Restated profit after tax for the period from continuing operations</b>	<b>302.01</b>	<b>203.76</b>	<b>56.51</b>
<b>Restated profit for the period</b>	<b>302.01</b>	<b>203.76</b>	<b>56.51</b>

**For and on behalf of**

R. S. CHORARIA & ASSOCIATES  
**Chartered Accountants**  
**FRN: 011303C**

**Sd/-**

RITU S. JAIN

**Partner****Membership Number: 074899****UDIN: 22074899ARHLCC8898****Place: Raipur****Date: 29.08.2022**

<b>ANNEXURE - III</b>			
<b>RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOW</b>			
<b>Particulars</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax	302.01	203.76	56.51
<b>Adjustment for :</b>			
Add Depreciation	25.69	48.76	50.43
Add Finance Cost	-	60.96	58.97
Add Deferred Tax Assets/Liabilities	9.44	0.08	(1.16)
Less Interest on Income Tax Refund	(43.00)	-	-
Less Interest received	-	-	-
Less Profit on sale of Investment	-	-	-
Add: Provision for CSR	-	-	-
<b>Operating profit before working capital changes</b>	<b>294.14</b>	<b>313.56</b>	<b>164.75</b>
<b>Adjustment for :</b>			
(Increase)/Decrease in Trade Receivable	(656.78)	(102.86)	(147.49)
(Increase)/Decrease in Inventories	(104.86)	(510.13)	24.05
(Increase)/Decrease in Short-term Loan and Advances	36.17	22.42	(65.04)
(Increase)/Decrease in Other Current Asset	-	-	-
(Increase)/Decrease in Long Term Loans & Advances	(79.82)	-	-
Increase/(Decrease) in Trade Payables	307.88	12.62	22.39
Increase/(Decrease) in Provisions	43.04	67.55	-
Increase/(Decrease) in Other Current Liabilities	(112.84)	58.30	(0.03)
<b>Net Adjustments</b>	<b>(567.21)</b>	<b>(452.10)</b>	<b>(166.12)</b>
Cash generated from / (used in) operations	(273.07)	(138.55)	(1.37)
Income Tax Paid (Net)	-	-	-
<b>Net cash generated from/(used in) Operating Activities - (A)</b>	<b>(273.07)</b>	<b>(138.55)</b>	<b>(1.37)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Net (Purchase)/Sale of tangible fixed assets	(2.47)	(30.99)	(15.27)
Increase in other Non Current Assets	0.00	1.12	3.21
Net (Purchase)/Sale of intangible fixed assets	(15.14)	-	-
Receipt of Capital Grant	157.50	-	-
<b>Net cash generated from/(used in) Investing Activities - (B)</b>	<b>139.89</b>	<b>(29.87)</b>	<b>(12.06)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Working facilities	3.84	238.83	-
Increase/(Decrease) in Long-term Borrowings	218.69	(16.63)	(420.02)
Increase/(Decrease) in Short-term Borrowings	-	-	403.28
Increase/(Decrease) in Long-Term Provisions	-	-	-
Finance cost	-	(60.96)	(58.97)
<b>Net cash generated from/(used in) Financing Activities - (C)</b>	<b>222.53</b>	<b>161.24</b>	<b>(75.71)</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>89.35</b>	<b>(7.17)</b>	<b>(89.14)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(90.06)</b>	<b>(82.88)</b>	<b>6.26</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>(0.71)</b>	<b>(90.06)</b>	<b>(82.88)</b>

**Note:-**

**1. Components of cash and cash equivalents:**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Cash on hands	17.96	12.54	9.11
Balances with Banks			
-In current accounts	3.47	3.69	14.30
<b>Total Cash and Cash Equivalents</b>	<b>21.43</b>	<b>16.23</b>	<b>23.41</b>

## **SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED.**

### **COMPANY INFORMATION**

Arham Technologies Private Limited was incorporated on the Twenty Seventh day of December, 2013 in the state of Chhattisgarh, with an object to import, export, trade, deal in, manufacture and distribute domestic electrical appliances.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Accounting Convention**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### **2. Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

#### **3. Property, plant and Equipment**

Property, Plant and Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets.

Subsequent expenditure relating to Property, Plant and Equipment is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

#### **Capital work-in-progress**

Projects under which assets are not ready for their intended use and other capital work - in progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

#### **4. Intangible assets**

Intangible assets are carried at cost incurred for acquiring the asset. Amortization and impairment losses, are not taken into account because the fair market value of the asset, i.e., Trademark is much higher than the cost incurred for acquiring the asset, i.e., appreciating. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

#### **5. Impairment of Assets**

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an Impairment Loss and is recognized in statement of profit and loss. If at the balance sheet date there is an indication that if previously assessed impairment loss no longer exists, the

recoverable amount is reassessed and the assets is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss been recognized.

## **6. Depreciation**

- a) Depreciation has been provided on the Written Down Value method as per the rates prescribed in Schedule II to the Companies Act, 2013.
- b) Depreciation on individual asset costing up to 5000/- is provided at the rate of 100% in the year purchase up to 31.03.2022.

## **7. Inventories**

- a) Inventories are valued at the lower of cost (on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary.
- b) Work-in-progress is valued at lower of cost and net realizable value. Cost includes cost of material, labour and other appropriate overheads.
- c) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **8. Revenue Recognition**

### Sale of goods

Sale of product is recognized when risk and reward of ownership of products are passed on to the customer, which is generally on dispatch of goods. Sales are stated net of returns, trade discounts, and GST/VAT/Sales Tax.

Revenue from operations is accounted for on the basis of billings to consumers and includes unbilled revenues accrued up to the end of the accounting year. Sale of product is accounted for based on tariff rates.

### Other Income

Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Dividend income is accounted for when the right to receive is established.

### Profit on Reversal of Depreciation on Subsidy

An amount of Rs. 42,99,993/- has been charged to Revenue as Profit on reversal of depreciation on subsidy granted by the Chhattisgarh Infotech Society (Ministry of Electronics & IT, Govt. of Chhattisgarh) for Investment in plant and machinery of LED Televisions manufacturing facility. This amount has been derived on the basis of depreciation calculation of previous years considering the whole value of Assets being depreciated and the Pro-Rata amount approved as subsidy on both assets, Plant & Machinery and the Factory Building.

## **9. Borrowing Cost**

Borrowing costs include interest; amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying asset is interrupted.

## **10. Employee Benefits**

### Short –term employee benefits:

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees.

### Defined contribution plan:

The company has defined contribution schemes for post-employment benefits in the form of provident fund (PF). Under the PF schemes, the company contributes to a government administered fund on behalf of employees. The company has no further

obligation beyond making the contribution. The Company's contributions to the above plans are charged to Profit and Loss Account.

**Defined benefit plan:**

The Company has not defined scheme for post-employment in the form of Gratuity and leave encashment as none of the employees have covered 5 years of continuous service in the Company. Also, no provision has been made in the accounts towards encashment of earned leaves, since their encashment as per the rules of the Companies does not fall due on the said date. The same shall be accounted for as and when required.

**11. Taxes on Income**

The tax expense for the period, comprising of the current tax and deferred tax is included in determining the net profit for the year. Provision for the current tax is based on tax liability computed in accordance with relevant tax rates and tax laws. Provision for deferred tax is made for all timing differences arising between taxable incomes and accounting income at rates that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognized only if there is a certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

**12. Foreign Currency Translation**

**Initial recognition:**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at the rates that closely approximate the rate at the date of transaction.

**Measurement of foreign currency monetary items at the Balance Sheet date:**

Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non- integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

**Treatment of exchange differences:**

Exchange differences arising on settlement/restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognized as income or expense in the Statement of Profit and Loss. The exchange differences on restatement/settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal/recovery of the net investment.

**13. Government grants, subsidies and export incentives**

Government grants and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions attached to the grants/ subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets.

Other government grants and subsidies are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

As per the Subsidy Programme sanctioned by the Chhattisgarh Infotech Society (Ministry of Electronics & IT, Govt. of Chhattisgarh) for Investment in plant and machinery of LED Televisions manufacturing facility, capital subsidy amounting Rs. 157.50 Lakhs has been approved and accounted for by way of deduction from the Block of Assets in accordance with Compliance of the applicable Accounting Standard.

**14. Contingent Liabilities**

A Contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A Contingent

liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

## **15. Provisions**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions made in terms of Accounting Standards 29 are not discounted to its present value and are determined based on the best estimate required to settle the obligation, at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

## **16. Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## **17. Cash flow statement**

Cash flows are reported using the direct method, whereby profit/loss after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **18. Research and Development Expenses**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalized. The amount capitalized comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

## **19. Earnings per share**

Basic earnings per share are calculated by dividing the net profit/ (loss) after tax for the year attributable to equity shareholders of the company by the weighted average number of Equity shares outstanding during the year.

## **20. Secured Loan**

- a. That working capital loan, for Financial Year 2019-20 is of Rs. 403.28 lakhs are secured by hypothecation of present and future stocks, book debts, receivables etc.
- b. That working capital loan, for Financial Year 2020-21 is of Rs. 642.10 lakhs are secured by hypothecation of present and future stocks, book debts, receivables etc.
- c. That working capital loan, for Financial Year 2021-22 is of Rs. 645.95 lakhs are secured by hypothecation of present and future stocks, book debts, receivables etc.

## **21. Service Tax/GST Input Credit**

GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing/utilizing the credits.

## **22. Material event**

Material events occurring after Balance Sheet date are taken in to cognizance.

### **23. General Disclosure of Accounting Standards**

Though other accounting standards also apply to the Company by virtue of the Companies (Accounts) Rules, 2014 no disclosure for the same is being made as the Company has not done any transaction to which the said accounting standards apply.

### **24. Disclosures under MSMED Act**

There are no Micro, Small and Medium Enterprises, to whom the company owes dues and which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

### **25. Previous Year Comparatives**

The figures for the previous year have been regrouped, reworked, rearranged and reclassified wherever necessary to make them comparable to those for the current year.

### **26. Disclosures under section 134 of the Companies Act, 2013**

No employee received the remuneration beyond the limits specified in the section 134 of the Companies Act, 2013.

### **27. Foreign Currency Transaction:**

Particulars	Year Ended 31st March 2022 (₹)	Year Ended 31st March 2021 (₹)	Year Ended 31st March 2020 (₹)
Payment against Import of Raw Material	5265780.66	46870216.15	194002200.00
Receipt against Export of Goods	0.00	0.00	-
Import of Goods (Raw Materials)	0.00	0.00	-

### **28. Disclosure pursuant to Accounting Standard 15 (Revised) - Employees Benefits:**

- a) **Defined contribution plans:** During the year, the company has recognized the following amounts in the Statement of profit & Loss (Included in Contribution to Provident & Other Funds): -

	Year Ended 31st March 2022	Year Ended 31st March 2021	Year Ended 31st March 2020
Contribution to Provident Fund	921898.00	0.00	-
Contribution to Employees' State Insurance	27809.00	1129.00	-

**29.** Balance shown under the heading sundry creditor for goods, expenses & others, Sundry debtor, other current assets and advances to suppliers are subject to confirmations. Necessary adjustments, if any will be made when the accounts are reconciled and settled.

**30.** There is no claim against the company not acknowledged as debts.

**31.** In the opinion of the management there is no such events occurred after the date of balance sheet, which needs disclosures in these accounts.

**32.** Valuation of inventories and cash balances has been taken as valued and certified by the management.

**33.** There was no employee at the time during the year drawing Rs 200000/- or more per month.

**34.** In the opinion of the board of directors, the loans, advances and current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount reasonably necessary.

**35.** The name of small-scale industries undertaking to whom the company owes a sums outstanding more than 30 days are as under: - Nil

**36. Disclosures as per Accounting Standard-18 on ‘Related Party Disclosures’**

(i) List of related parties and their Relationship:

Particulars of Related Parties	Name of Related Parties
a) Key Managerial Personnel:	1. Mr. Anekant Jain 2. Mr. Ankit Jain 3. Mr. Roshan Jain
b) Relatives of Key Managerial Personnel:	1. Mrs. Rukmani Jain 2. Mrs. Kanika Jain
c) Names of the Companies/Firm in which Directors/ Key Managerial Personnel have Significant influence:	1. Roshan Jain HUF

(ii) Significant Related Party Transactions:

S. No.	Particulars	Year 2021-22	Year 2020-21	Year 2019-20
1.	<b><u>Receiving of Services/Remuneration</u></b>			
a)	Mr. Ankit Jain	360000.00	350000.00	3,00,000
	Mr. Roshan Jain	360000.00	350000.00	26,000
	Mr. Anekant Jain	360000.00	350000.00	5,00,000
b)	Mrs. Rukmani Jain	460850.00	265000.00	5,00,000
	Mrs. Kanika Jain	460850.00	0.00	5,00,000
2.	<b><u>Advance/Loan Taken</u></b>			
	Mr. Ankit Jain	13100000.00	2205000.00	0.00
	Mr. Roshan Jain	2350000.00	2245000.00	0.00
	Mr. Anekant Jain	0.00	160000.00	219976.40
	Mrs. Kanika Jain	1100000.00	0.00	0.00
	Mrs. Rukmani Jain	950000.00	0.00	0.00
	Roshan Jain HUF	950000.00	0.00	0.00
3.	<b><u>Repayment of Advance/Loan</u></b>			
	Mr. Ankit Jain	11200000.00	0.00	0.00
	Mr. Roshan Jain	2800000.00	1725000.00	0.00
	Mr. Anekant Jain	0.00	250000.00	0.00

**37. Segment Reporting**

The company’s business segment is ‘Trading of electronics & other items and principal geographical segment is ‘India’. Accordingly, no separate disclosure is required to be made under Accounting Standard 17, Segment Reporting.

### MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT

#### **Material Adjustment**

The Summary of results of restatement made in the Audited Financial Statement for the respective period and its impact on profit & loss of the Company as follows:

<b>Particulars</b>	<b>For the period ended March 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Net profit/(Loss) after Tax as per Audited Profit & Loss Account-	3,02,00,600	2,03,76,380.59	56,50,752
<b>Adjustments for:</b>			
Changes in Finance cost	-	-	-
Changes in Other Expenses	-	-	-
Changes in Depreciation	-	-	-
Changes in Deferred Tax	-	-	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>3,02,00,600</b>	<b>2,03,76,380.59</b>	<b>56,50,752</b>

#### **Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:**

<b>RECONCILIATION OF RESTATED EQUITY/ NETWORTH</b>			
<b>Adjustments for</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Equity / Net worth As per Audited Financials	713.44	411.44	207.67
<b>Adjustments for:</b>			
Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	-	-	-
Accumulated Adjustment due to changes in Income Tax in Reserve & Surplus			
<b>Equity/Net Worth as Restated</b>	<b>713.44</b>	<b>411.44</b>	<b>207.67</b>

#### **1. Trade Payable Ageing Summary**

**31.03.2022**

<b>Particulars</b>	<b>Outstanding for following periods from due date of payment /Invoice date</b>				<b>Total</b>
	<b>Less than 6 months</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	358.03	-	-	-	358.03
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2021

Particulars	Outstanding for following periods from due date of payment /Invoice date				Total
	Less than 6 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	50.15	-	-	-	50.15
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2020

Particulars	Outstanding for following periods from due date of payment /Invoice date				Total
	Less than 6 months	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	37.53	-	-	-	37.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

## 2. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	More than 6 month	1-2 years	2-3 years	More than 3 years	
<b>31.03.2022</b>						
(i) Undisputed Trade Receivable – considered good ( <b>FROM OTHERS</b> )	890.82	55.10	0.01	-	--	945.93
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
<b>31.03.2021</b>						
(i) Undisputed Trade Receivable – considered good ( <b>FROM OTHERS</b> )	278.27	10.88	-	-	-	289.15
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	More than 6 month	1-2 years	2-3 years	More than 3 years	
<b>31.03.2020</b>						
(i) Undisputed Trade Receivable – considered good ( <b>FROM OTHERS</b> )	189.29	-	-	-	-	189.29
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

### 3. Restated Statement of Accounting Ratios:

S. No.	Particular	March 31, 2022	March 31, 2021	March 31, 2020	Reason for Movements
(a)	Current Ratio	1.67	1.24	1.05	Due to liquidity and profitability the current ratio has been improved.
(b)	Debt-Equity Ratio	2.24	2.75	3.71	Due to profitability and liquidity, Company has repaid its debts and the Company plough back its profit into business.
(c)	Debt Service Coverage Ratio	0.82	0.52	0.29	Due to plough back of profit into business, DSC is improved.
(d)	Return on Equity Ratio	1.47	0.66	0.31	The Company's earning is increasing year by year.
(e)	Inventory turnover ratio (in times)	3.37	3.06	3.35	The Inventory is well managed.
(f)	Trade Receivables turnover ratio (in times)	5.62	8.36	8.76	As turnover increases, credit sales is decreasing. It's a healthy sign.
(g)	Trade payables turnover ratio (in times)	15.25	51.75	42.91	Credit purchase is decreasing in comparison to increase in turnover. The per unit cost of purchase is decreasing.
(h)	Net capital turnover ratio (in times)	4.52	9.73	44.82	Though working capital has been increased around 4 times, but turnover has not been increased in the same ratio. The reason being, working capital has been increased in between the year.
(i)	Net profit ratio	0.08	0.09	0.04	There is negligible decrease in margin in comparison to increase in turnover.
(j)	Return on Capital employed	0.48	0.57	0.29	There is a huge increase in Capital employed but, return has been decreased marginal.
(k)	Return on investment.	-	-	-	

<b>ANNEXURE -V</b>			
<b>RECONCILIATION OF RESTATED PROFIT AFTER TAX:</b>			
<b>Adjustments for</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	302.00	203.76	56.51
<b>Adjustments for:</b>	-	-	-
Changes in Finance cost	-	-	-
Changes in Other Expenses	-	-	-
Changes in Depreciation	-	-	-
Changes in Deferred Tax	-	-	-
Changes in Income tax	-	-	-
Dividend Booked wrongly on Mutual Fund	-	-	-
Deferred Tax Liability / Asset Adjustment	-	-	-
MAT Credit Entitlement Account	-	-	-
Changes in Deferred Tax	-	-	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>302.00</b>	<b>203.76</b>	<b>56.51</b>

**Notes:-**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

**Adjustments having impact on Profit:****To give Explanatory Notes regarding Adjustments:**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

<b>ANNEXURE -VI</b>			
<b>RECONCILIATION OF RESTATED EQUITY/ NETWORTH</b>			
<b>Adjustments for</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Equity / Net worth As per Audited Financials	713.44	411.44	207.67
<b>Adjustments for:</b>	-	-	-
Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	-	-	-
Accumulated Adjustment due to changes in Income Tax in Reserve & Surplus	-	-	-
<b>Equity/Net Worth as Restated</b>	<b>713.44</b>	<b>411.44</b>	<b>207.67</b>

**Notes:-**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

**Adjustments having impact on Profit:**

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserves & Surplus due to the restated effect on the Profit/ (Loss) of prior period.

**To give Explanatory Notes regarding Adjustments:**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

<b>ANNEXURE -VII</b>			
<b>DETAILS OF SHARE CAPITAL, AS RESTATED</b>			
<b>1. Statement of Share Capital</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Authorised</b>			
<b>Class "A"</b>			
NIL Equity shares of Rs. 10 each	-	-	-
<b>Class "B"</b>			
NIL Equity shares of Rs. 100 each	-	-	-
<b>Ordinary Equity Shares</b>			
2060000 Equity shares of Rs. 10 each	206.00	206.00	206.00
<b>Issued, Subscribed and Fully Paid up Capital</b>			
<b>Class "A"</b>			
NIL Equity shares of Rs. 100 each	-	-	-
<b>Class "B"</b>			
NIL Equity shares of Rs. 100 each	-	-	-
<b>Ordinary Equity Shares</b>			
2060000 Equity shares of Rs. 10 each	206.00	206.00	206.00
<b>Total</b>	<b>206.00</b>	<b>206.00</b>	<b>206.00</b>

**Notes:-**

A. The company has one class of equity shares having a par value of Rs 100 per share.. Each holder of Equity shares was entitled to one Vote per share.

B. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

**2. Reconciliation of Shares outstanding at the beginning and at the end of the Period**

<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Class "A"</b>			
<b>Outstanding at the beginning of the period</b>	-	-	-
Issued during the year	-	-	-
Bonus Issued during the year	-	-	-
<b>Outstanding at the end of the Period</b>	-	-	-
<b>Class "B"</b>			
<b>Outstanding at the beginning of the period</b>	-	-	-
Issued during the year	-	-	-
Bonus Issued during the year	-	-	-
<b>Outstanding at the end of the Period</b>	-	-	-
<b>Ordinary Equity Shares</b>			
<b>Outstanding at the beginning of the period</b>	20.60	20.60	20.60
Bonus Issued during the year	-	-	-
<b>Outstanding at the end of the Period</b>	<b>20.60</b>	<b>20.60</b>	<b>20.60</b>

**3. For the period of three years immediately preceding the date as at which the Balance Sheet is prepared:**

PARTICULARS	As at March 31st, 2022	As at March 31, 2021	As at March 31, 2020
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	0	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	0	-	-
Aggregate number and class of shares bought back.	0	-	-

**4. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):**

Particulars	As at March 31st, 2022	As at March 31, 2021	As at March 31, 2020
Name of Share Holder		No of Shares	No of Shares
<b>Class "A"</b>			
	-	-	-
<b>Class "B"</b>		-	-
	-	-	-
<b>Ordinary Equity Shares</b>			
Ankit Jain	5,83,000	5,88,000	1,33,000
Anekant Jain	3,78,000	3,78,000	3,000
Roshan Jain	6,54,000	6,54,000	44,000
Anand Kumar Behera	-	-	1,95,000
Anil Manjhi	-		1,50,000
Ashwani Kumar Mishra	-	-	1,50,000
Bhushan Lal Sahu	-	-	1,45,000
Roshan Jain HUF	1,60,000	1,60,000	1,60,000
Shiva Prasad Jain	-	-	1,20,000
Purneshwar Pr Tiwari	-	-	1,40,000
Kanika Jain	4,500	-	-
Pranav Agrawal	500	-	-
Rukmani Jain	2,80,000	2,80,000	2,80,000
<b>Total</b>	<b>20,60,000</b>	<b>20,60,000</b>	<b>15,20,000</b>

**5. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)**

Particulars	As at March 31st, 2022	As at March 31, 2021	As at March 31, 2020
Name of Share Holder	% Holding	% Holding	% Holding
<b>Class "A"</b>			
	0.00%	0.00%	0.00%
<b>Class "B"</b>			
	0.00%	0.00%	0.00%
<b>Ordinary Equity Shares</b>			
Ankit Jain	28.30%	28.54%	8.75%
Anekant Jain	18.35%	18.35%	0.20%
Roshan Jain	31.75%	31.75%	2.89%
Anand Kumar Behera	0.00%	0.00%	12.83%
Anil Manjhi	0.00%	0.00%	9.87%
Ashwani Kumar Mishra	0.00%	0.00%	9.87%
Bhushan Lal Sahu	0.00%	0.00%	9.54%
Roshan Jain HUF	7.77%	7.77%	10.53%
Shiva Prasad Jain	0.00%	0.00%	7.89%
Purneshwar Pr Tiwari	0.00%	0.00%	9.21%
Kanika Jain	0.00%	0.00%	0.00%
Pranav Agrawal	0.00%	0.00%	0.00%
Rukmani Jain	13.59%	13.59%	18.42%
<b>Total</b>	<b>100%</b>	<b>100.00%</b>	<b>100.00%</b>

<b>ANNEXURE -VIII</b>			
<b>STATEMENT OF RESERVES AND SURPLUS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Reserves and Surplus</b>			
<b>A) Surplus in Profit and Loss account</b>			
Opening Balance	205.43	1.67	(54.85)
Add: Profit/(Loss) for the year	302.00	203.76	56.51
	-	-	-
	-	-	-
<b>Total (A)</b>	<b>507.43</b>	<b>205.43</b>	<b>1.67</b>
<b>B) Securities premium account</b>			
Opening Balance	-	-	-
Add - Premium Received	-	-	-
<b>Total (B)</b>		-	-
<b>Total (A+B)</b>	<b>507.43</b>	<b>205.43</b>	<b>1.67</b>

**Notes:-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

<b>ANNEXURE- IX</b>			
<b>STATEMENT OF LONG TERM BORROWINGS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Secured:</b>			
<b>Loans From Financial Institution</b>			
Loan from Banks	238.09	90.78	131.77
NBFC	-	1.38	3.38
<b>Unsecured:</b>			
<b>Loan From Directors &amp; Related Parties</b>			
<b>Loan From Others</b>			
123.60	79.10	52.75	
25.25	-	139.50	
	<b>386.94</b>	<b>171.26</b>	<b>327.40</b>
Less : Amount disclosed under the head “Other current liabilities” (Refer ANNEXURE- XII)	-	-	-
<b>Total</b>	<b>386.94</b>	<b>171.26</b>	<b>327.40</b>

**Notes:-**

For terms and conditions of Long term borrowings, refer Annexure-IX(A) of the Draft Prospectus.

<b>ANNEXURE- X</b>			
<b>STATEMENT OF LONG TERM PROVISIONS</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Provision for Gratuity	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>ANNEXURE-XI</b>			
<b>STATEMENT OF DEFERRED TAX ( ASSETS/LIABILITIES)</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Depreciation as per Companies Act	25.69	48.76	55.35
Depreciation as per Income Tax Act	20.44	43.13	59.99
Difference in Depreciation	5.25	5.63	(4.64)
Gratuity Provision & other disallowances	(43.00)	-	-
Total Timing Difference	(37.75)	5.63	(4.64)
Tax Rate as per Income Tax	0.25	0.25	0.25
DTA / (DTL)	(9.44)	1.41	(1.16)
<b>Closing Balance of DTA / (DTL)</b>	<b>(10.85)</b>	<b>1.41</b>	<b>(1.16)</b>
<b>DEFERRED TAX ASSETS and LIABILITIES SUMMARY</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Opening Balance of DTA/ (DTL)	(0.07)	1.33	2.49
Current year provision of DTA / (DTL)	10.85	(1.41)	(1.16)
<b>Closing deferred tax liability DTA / (DTL)</b>	<b>10.77</b>	<b>(0.07)</b>	<b>1.33</b>
<b>ANNEXURE- XII</b>			
<b>STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Secured:</b> Loans Repayable on Demand (Cash Credit Loan)	645.95	642.11	403.28
<b>Unsecured:</b> From Related Parties	-	-	-
<b>Total</b>	<b>645.95</b>	<b>642.11</b>	<b>403.28</b>
<b>ANNEXURE-XIII</b>			
<b>STATEMENT OF TRADE PAYABLES</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Total Outstanding:</b> Due to Micro, Small and Medium Enterprises	-	-	-
Due to Other Than Micro, Small and Medium Enterprises	358.03	50.15	37.53
Due to Micro, Small and Medium Enterprises - Disputed	-	-	-
Due to Other Than Micro, Small and Medium Enterprises - Disputed	-	-	-
<b>Total</b>	<b>358.03</b>	<b>50.15</b>	<b>37.53</b>
<i>Note - The above statements should be read with the Annexure- I to the restated summary.</i>			
<b>ANNEXURE- XIV</b>			
<b>STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Other Payables</b> Current Maturities of Long term Loan	4.63	45.97	-
Security Deposit	-	-	0.18
Advance from Customers	73.00	146.50	-
Staff Dues	4.87	1.75	-
Statutory Liabilities	0.97	0.91	-
Creditors for Expenses	5.00	3.16	0.31
<b>Total</b>	<b>88.47</b>	<b>198.29</b>	<b>0.49</b>

(Balances of Advances are subjected to balance confirmation)

<b>ANNEXURE- XV</b>			
<b>STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Short- Term Provisions</b>			
Salary Payable	-	-	-
Bonus Payable	-	-	-
Expenses Payable	-	-	-
Director Remuneration Payable	-	-	-
Profession Tax Payable	-	-	-
Gratuity Payable	-	-	-
Provision for CSR	-	-	-
Statutory dues payable	-	-	-
Provision for Income Tax (Net of Advance Tax and TDS)	110.59	67.55	-
<b>Total</b>	<b>110.59</b>	<b>67.55</b>	<b>-</b>

<b>ANNEXURE -XVI</b>			
<b>STATEMENT OF FIXED ASSETS</b>			
<b>Particulars</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Tangible Assets - Gross Block</b>			
<b>Opening</b>			
PLANT & MACHINERY	153.33	150.83	143.68
LAND AT NAYA RAIPUR	19.97	19.97	19.97
FACTORY BUILDING (WIP)	245.57	245.57	244.39
MOBILE & CAMERA	1.87	5.71	5.17
FURNITURE & FIXTURE	2.88	2.59	-
MOTOR CAR	25.58	4.58	1.40
COMPUTER & LAPTOP	2.61	1.59	0.96
INTANGIBLE ASSETS	4.20	-	-
ELECTRICAL INSTALLATION	5.81	-	-
<b>Total Gross Block</b>	<b>461.82</b>	<b>430.84</b>	<b>415.57</b>
<b>Add :- Additions</b>			
PLANT & MACHINERY	0.00	2.50	7.16
LAND AT NAYA RAIPUR	0.00	-	-
FACTORY BUILDING (WIP)	0.00	-	1.18
MOBILE & CAMERA	1.15	1.87	0.54
FURNITURE & FIXTURE	0.00	0.29	2.59
MOTOR CAR	0.00	21.01	3.18
COMPUTER & LAPTOP	0.00	1.02	0.62
INTANGIBLE ASSETS	15.14	4.20	-
ELECTRICAL INSTALLATION	1.32	0.10	-
<b>Total Addition</b>	<b>17.61</b>	<b>30.99</b>	<b>15.27</b>

<b>Less:- Deductions</b>			
PLANT & MACHINERY	64.20	-	-
LAND AT NAYA RAIPUR	-	-	-
FACTORY BUILDING (WIP)	93.30		
MOBILE & CAMERA			
FURNITURE & FIXTURE			
MOTOR CAR			
COMPUTER & LAPTOP	-	-	-
INTANGIBLE ASSETS	-	-	-
ELECTRICAL INSTALLATION	-	-	-
<b>Total Deductions</b>	<b>157.50</b>	-	-

<b>Closing</b>			
PLANT & MACHINERY	89.13	153.33	150.84
LAND AT NAYA RAIPUR	19.97	19.97	19.97
FACTORY BUILDING (WIP)	152.27	245.57	245.57
MOBILE & CAMERA	3.02	7.58	5.71
FURNITURE & FIXTURE	2.88	2.88	2.59
MOTOR CAR	25.58	25.59	4.58
COMPUTER & LAPTOP	2.61	2.61	1.58
INTANGIBLE ASSETS	19.34	4.20	-
ELECTRICAL INSTALLATION	7.14	0.10	-
<b>Total Gross Block</b>	<b>321.94</b>	<b>461.83</b>	<b>430.84</b>

<b>Opening Depreciation</b>			
PLANT & MACHINERY	53.54	31.73	6.13
LAND AT NAYA RAIPUR	0.00	-	-
FACTORY BUILDING (WIP)	52.67	32.42	10.05
MOBILE & CAMERA	0.20	1.78	0.43
FURNITURE & FIXTURE	0.75	0.07	-
MOTOR CAR	4.85	0.92	0.48
COMPUTER & LAPTOP	1.50	0.63	0.04
INTANGIBLE ASSETS	0.00	-	-
ELECTRICAL INSTALLATION	2.80	-	-
<b>Total</b>	<b>116.32</b>	<b>67.55</b>	<b>17.13</b>

<b>Add :- Additions in Depreciation</b>			
PLANT & MACHINERY	6.44	21.81	25.61
LAND AT NAYA RAIPUR	0.00	-	-
FACTORY BUILDING (WIP)	9.46	20.25	22.37
MOBILE & CAMERA	1.27	1.22	1.35
FURNITURE & FIXTURE	0.55	0.67	0.07
MOTOR CAR	6.48	3.93	0.44
COMPUTER & LAPTOP	0.62	0.87	0.59
INTANGIBLE ASSETS	0.00	-	-
ELECTRICAL INSTALLATION	0.88	-	-
<b>Total Addition</b>	<b>25.70</b>	<b>48.75</b>	<b>50.43</b>

<b>Less:- Deductions in Depreciation</b>			
PLANT & MACHINERY	22.97	-	-
LAND AT NAYA RAIPUR		-	-
FACTORY BUILDING (WIP)	20.03	-	-
MOBILE & CAMERA			
FURNITURE & FIXTURE			
MOTOR CAR			
COMPUTER & LAPTOP			
INTANGIBLE ASSETS		-	-
ELECTRICAL INSTALLATION		-	-
<b>Total Deductions</b>	<b>43.00</b>	-	-
<b>Closing Depreciation</b>			
PLANT & MACHINERY	37.01	53.54	31.74
LAND AT NAYA RAIPUR	-	-	-
FACTORY BUILDING (WIP)	42.10	52.67	32.42
MOBILE & CAMERA	1.47	3.00	1.78
FURNITURE & FIXTURE	1.30	0.74	0.07
MOTOR CAR	11.33	4.85	0.92
COMPUTER & LAPTOP	2.12	1.50	0.63
INTANGIBLE ASSETS	-	-	-
ELECTRICAL INSTALLATION	3.68	-	-
<b>Total</b>	<b>99.01</b>	<b>116.30</b>	<b>67.56</b>
<b>Net Block</b>			
PLANT & MACHINERY	52.12	99.79	119.10
LAND AT NAYA RAIPUR	19.97	19.97	19.97
FACTORY BUILDING (WIP)	110.16	192.90	213.15
MOBILE & CAMERA	1.55	4.58	3.93
FURNITURE & FIXTURE	1.58	2.14	2.52
MOTOR CAR	14.26	20.74	3.66
COMPUTER & LAPTOP	0.49	1.11	0.95
INTANGIBLE ASSETS	19.34	4.20	-
ELECTRICAL INSTALLATION	3.46	0.10	-
<b>Total</b>	<b>222.93</b>	<b>345.53</b>	<b>363.28</b>
<b>ANNEXURE-XVII</b>			
<b>STATEMENT OF NON CURRENT INVESTMENTS, AS RESTATED</b>			
Particulars	As at March 31st, 2022	As at March 31, 2021	As at March 31, 2020
<b>Quoted Shares</b>			
<b>Unquoted Shares</b>			
	-	0.00	0.00
	-	0.00	0.00
<b>Investment in Others</b>		-	-
<b>Aggregate amount of unquoted investments</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
Aggregate market value of Investment in Quoted Shares		-	-

<b>ANNEXURE -XVIII</b>			
<b>STATEMENT OF LONG -TERM LOANS AND ADVANCES, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Security Deposits</b>			
Secured, considered good	80.02	0.20	-
Unsecured, considered good	1.53	1.53	-
<b>Total</b>	<b>81.55</b>	<b>1.73</b>	<b>-</b>

<b>ANNEXURE -XIX</b>			
<b>STATEMENT OF INVENTORIES</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Finished Goods (Valued at lower of Cost or NRV unless otherwise stated)	601.26	586.83	336.82
Raw Material (Valued at Cost unless otherwise stated)	350.55	260.12	-
Work In Process (Valued at Cost unless otherwise stated)	-	-	-
<b>Total</b>	<b>951.81</b>	<b>846.95</b>	<b>336.82</b>

**Notes:-**

1. Value of Inventories as on March 31, 2019, 2020 and March 31, 2021 have been taken as certified by the management of the company. The company valued Raw materials and W-I-P at lower of Cost or NRV as certified by the management of the company

<b>ANNEXURE -XX</b>			
<b>STATEMENT OF TRADE RECEIVABLES</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Unsecured, Considered good outstanding for a period less than six months</b>			
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	-	-	-
Others	890.82	278.27	186.29
<b>Unsecured, Considered good outstanding for a period more than six months</b>			
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	-	-	-
Others	55.11	10.88	-
<b>Total</b>	<b>945.93</b>	<b>289.15</b>	<b>186.29</b>

**Notes:-**

1. **The above statements should be read with the Annexure- I to the restated summary**
2. Trade Receivables as on March 31, 2022, 2021, 2020 & 2019 has been taken as certified by the management of the company. Balances of Trade Receivables are subjected to balance confirmations
3. As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made

<b>ANNEXURE -XXI</b>			
<b>STATEMENT OF CASH &amp; CASH EQUIVALENTS</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Cash in Hand</b> <b>(As Certified by Management)</b>	17.96	12.54	9.11
<b>Balances with Banks</b>			
-In Current Accounts			
Bank of Baroda	0.44	0.66	13.78
Axis Bank		-	0.47
South Indian Bank		-	0.05
Deposits with maturity of less than 3 months		3.03	
<b>Total</b>	<b>18.40</b>	<b>16.23</b>	<b>23.41</b>

<b>ANNEXURE -XXII</b>			
<b>STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Loans &amp; Advances</b>			
<b>Balances with Government Authorities</b>			
MAT receivable	-	8.64	-
Prepaid Expenses	0.47	-	-
GST receivable	5.99	33.99	65.04
<b>Total</b>	<b>6.46</b>	<b>42.63</b>	<b>65.04</b>

(Balances are subjected to balance confirmations)

<b>ANNEXURE -XXIII</b>			
<b>STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>As at March 31st, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Security Deposit for Office Premises	-	-	1.50
CSPDCL Deposit	-	-	0.20
MAT receivable	-	-	-
Other Loan & Advances	87.19	-	-
Receivable Security Deposit	-	-	0.03
<b>Total</b>	<b>87.19</b>	<b>-</b>	<b>1.73</b>

<b>ANNEXURE -XXIV</b>			
<b>STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
<b>Turnover from Sale of Services</b>			
Revenue from Sale of Electronic Goods	3,646.79	2,275.49	1,378.37
<b>Other Operating Income</b>	-	-	-
Revenue from other operations	-	-	-
<b>Turnover in respect of Products not Normally dealt (*)</b>	-	-	-
<b>Total</b>	<b>3,646.79</b>	<b>2,275.49</b>	<b>1,378.37</b>

**Note:-**

1. Sale of services and Other operating Income are accounted excluding service tax/ GST.

<b>ANNEXURE XXV</b>			
<b>STATEMENT OF OTHER INCOME, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Interest Income	-	-	-
<b>Related and Non Recurring Income:</b>			
Other income	34.63	-	0.21
Discount Received	2.66	0.28	0.65
Reversal of Depreciation	43.00	-	-
Transit Insurance Charges	0.22	4.25	0.05
Interest on Deposits	0.07	0.09	-
<b>Total</b>	<b>80.58</b>	<b>4.62</b>	<b>0.91</b>
PBT	422.21	271.69	55.35
Other Income as % of PBT	19.09	1.70	1.64
<b>ANNEXURE XXVI</b>			
<b>STATEMENT OF COST OF MATERIAL CONSUMED</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Opening Stock Of Raw Materials	-	-	-
Purchases	3113.00	2,268.59	1,130.10
Less :- Intra Company Purchases	-	-	-
Closing Stock Of Raw Materials	-	-	-
<b>Total</b>	<b>3,113.00</b>	<b>2,268.59</b>	<b>1,130.10</b>
<b>ANNEXURE XXVII</b>			
<b>STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Opening Stock Of FINISHED GOODS	846.95	336.82	360.87
Closing Stock Of FINISHED GOODS	951.81	846.95	336.82
<b>Changes In Inventories</b>	<b>(104.86)</b>	<b>(510.13)</b>	<b>24.05</b>
<b>ANNEXURE XXVIII</b>			
<b>STATEMENT OF EMPLOYEE BENEFIT EXPENSES, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Salaries	69.64	44.06	32.58
Labour Charges	-	-	6.51
Staff Welfare	2.03	0.56	-
<b>Total</b>	<b>71.67</b>	<b>44.62</b>	<b>39.09</b>
<b>ANNEXURE XXIX</b>			
<b>STATEMENT OF FINANCE COSTS, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Interest on other Loan	19.38	60.47	58.99
Bank & Financial Institution Interest	89.61	-	-
Bank Charges & Commission	1.25	0.49	(0.02)
<b>Total</b>	<b>110.24</b>	<b>60.96</b>	<b>58.97</b>

<b>ANNEXURE XXXI</b>			
<b>STATEMENT OF OTHER EXPENSES</b>			
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2022</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>
Audit Fees	1.58	0.65	0.31
Cleaning & Main. Exp	1.32	1.76	-
Diesel Exp	2.47	-	1.02
Discount	0.01	-	0.32
Electricity Expenses	-	20.12	1.35
Factory Setup & Rent Exp.	2.48	1.85	0.02
Freight & Transportation Exp.	19.38	19.01	9.05
GST/TDS/ITR Late Fees	0.05	0.22	0.06
Interest on TDS/TCS/GST/Others	-	-	0.02
IPR & Trademark Exp.	1.52	-	0.37
Legal & Professional Exp.	15.80	10.87	0.37
Market place charges by Amazon	-	-	0.02
Advertising/Marketing Exp	1.74	0.04	0.05
Misc. Exp.	0.80	-	-
Office Rent	1.80	1.80	1.80
Office Exp.	1.13	0.55	0.03
Packing & Forwarding Exp.	0.79	1.08	-
Pre Operative Exp.	-	1.12	1.12
Preliminary Exp w/off	-	-	0.09
Printing & Stationary	0.66	0.42	-
Product Development & Designing	0.02	0.47	-
Service Exp.	1.02	1.59	0.17
Stamp Duty Exp	-	2.48	0.12
Stock Insurance	-	-	-
Telephone Exp	0.18	0.18	0.15
Training & R&D	0.01	0.60	-
Travelling & Conveyance Exp.	6.90	0.99	4.40
BIS Certification Fees	1.23	-	0.23
Warehouse Charges	-	0.95	0.18
Website Exp.	0.06	0.26	-
Accounting Exp.	-	0.73	-
Accommodation Charges	-	0.32	-
Application/Loan processing charges	0.81	1.45	-
Business Expenditure	-	0.46	-
Commission	1.15	1.20	-
Custom Duty	4.95	33.92	-
Insurance	0.99	2.04	-
IT & Internet Exp	18.45	2.05	-
Rates & Taxes	0.28	0.59	-
Repair & Main.	1.82	0.41	-
Royalty charges	-	1.80	-
Software Expenses	-	1.56	-
Subvention Charges	-	0.17	-
<b>Total</b>	<b>89.42</b>	<b>95.63</b>	<b>21.29</b>

<b>ANNEXURE - XXXII</b>			
<b>STATEMENT OF RELATED PARTIES TRANSACTIONS</b>			
<b>Related Party Disclosures as required by Accounting Standard (AS-18) issued by the Institute of Chartered Accountants of India (ICAI), as under :</b>			
<b>A. Particulars of the Related Parties :</b>			
I. Holding Entity : Nil			
II. Subsidiary Entity : Nil			
III. Group Companies:			
IV. Key Management Personnel			
Mr. Ankit Jain			
Mr. Anekant Jain			
Mr. Roshan Jain			
III. Relatives of Key Management Personnel			
Mrs. Rukmani Jain			
Mrs. Kanika Jain			
IV. Enterprises owned or significantly influenced by Key Management Personnel or their relatives:			
Roshan Jain HUF			
<b>Year Wise RPT transactions bifurcated amongst name of related parties</b>			
PARTICULARS	For the year ending on 31.03.2022	For the year ending on 31.03.2021	For the year ending on 31.03.2020
Opening Balance Payable	79.10	52.75	50.55
Loan Taken during the year	161.00	46.10	2.20
Loan repaid during the year	140.00	19.75	-
Closing Balance of Expenses	100.10	79.10	52.75
Directors/Relative Remuneration	20.02	13.15	18.26
Opening Balance Payable	-	-	-
Loan Taken during the year	-	-	-
Loan repaid during the year	-	-	-
Closing Balance of Expenses	-	-	-
Directors Remuneration	-	-	-
Directors Remuneration	-	-	-
Opening Balance Payable	-	-	-
Loan Taken during the year	-	-	-
Loan repaid during the year	-	-	-
Balance payable	-	-	-
Interest payable	-	-	-
Opening Balance Payable	-	-	-
Loan Taken during the year	-	-	-
Loan repaid during the year	-	-	-
Balance payable	-	-	-
Interest payable	-	-	-
Opening Balance Payable	-	-	-
Advance Taken during the year	-	-	-
Advance repaid during the year	-	-	-
Balance payable	-	-	-
Interest payable	-	-	-
Opening Balance Receivable	-	-	-
Amount Received	-	-	-
Amount Paid	-	-	-
Balance payable	-	-	-
Consultancy fees Payable	-	-	-

<b>ANNEXURE XXXIII</b>			
<b>STATEMENT OF TAX SHELTER</b>			
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Net Profit/(Loss) before taxes (A)	422.21	271.69	55.35
Tax Rate Applicable %	0.2500	0.2500	0.2500
Minimum Alternate Taxes (MAT)	-	-	-
<b>Adjustments</b>			
Add: Depreciation as per Companies act	25.69	48.75	50.43
Add: Disallowance under Income Tax Act, 1961		-	-
Less: Taxable under other heads of income		-	-
Less: Depreciation as per Income Tax Act, 1961	20.44	43.13	59.99
<b>Net Adjustments(B)</b>	<b>5.25</b>	<b>5.62</b>	<b>(9.56)</b>
<b>Business Income (A+B)</b>	<b>427.46</b>	<b>277.31</b>	<b>45.79</b>
Interest on Income Tax Refund	0	-	-
Gross Total/ Taxable Income	427.46	277.31	45.79
Less: Deductions U/S 80JJAA	0	-	11.75
Net Total/ Taxable Income	427.46	277.31	34.04
Unabsorbed Depreciation	-	2.37	-
Tax Payable as per Normal Rate	110.76	76.48	-
Tax Payable as per Special Rate:	-	-	-
Interest payable on above	-	-	-
Tax as per Income Tax (C)	110.76	76.48	-
Tax Payable as per Minimum Alternate Tax U/S 115 JB of the Income Tax Act, 1961 (D)	-	-	-
<b>Net Tax (Higher of C &amp; D)</b>	<b>110.76</b>	<b>76.48</b>	-
<b>Current tax as per restated Statement of Profit &amp; Loss</b>	<b>110.76</b>	<b>76.48</b>	-
<b>ANNEXURE -XXXIV</b>			
<b>STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Contingent liabilities in respect of:</b>			
Claims against the company not acknowledged as Debts	Unascertainable	Unascertainable	Unascertainable
Bank Guarantee (Financial)	0	0	0
Bank Guarantee (Performance)	0	0	0
Income Tax Demand (A.Y.- 2010-11)	0.00	0.00	-
TDS Demand (A.Y. 2013-14)	0	0	-
Other moneys for which the Company is contingently liable	NIL	NIL	NIL
Commitments (to the extent not provided for)	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL
Other commitments	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

\*There are ongoing CIT Appeal filed for the Assessment Year(s) 2018-19 and 2019-20, however, the value of demand cannot be crystalized at the moment.

<b>OTHER FINANCIAL INFORMATION</b>			
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Net Worth ( <b>A</b> )	713.44	411.44	207.67
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	558.14	381.40	164.75
Restated Profit after tax	302.01	203.76	56.51
Add: Prior Period Item		-	-
Adjusted Profit after Tax( <b>B</b> )	302.01	203.76	56.51
Number of Equity Share outstanding as on the End of Year/Period ( <b>C</b> )	20,60,000	20,60,000	20,60,000
Face Value per Share	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (Rs.) ( <b>B/D</b> )	14.66	9.89	2.74
Return on Net worth (%) ( <b>B/A</b> )	42.33%	49.52%	27.21%
Net asset value per share ( <b>A/D</b> )	34.63	19.97	10.08
<b>Notes:-</b>			
1. The ratios have been Computed as per the following formulas			
(i) Basic Earnings per Share			
Restated Profit after Tax available to equity shareholders			
Weighted average number of equity shares outstanding at the end of the year / period			
(ii) Net Asset Value (NAV) per Equity Share			
Restated Net Worth of Equity Share Holders			
Number of equity shares outstanding at the end of the year / period			
(iii) Return on Net worth (%)			
Restated Profit after Tax available to equity shareholders			
Restated Net Worth of Equity Share Holders			
2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.			
3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.			
4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.			
5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.			

<b>STATEMENT OF CAPITALISATION</b>	
<b>ANNEXURE XXXV</b>	
<b>PARTICULARS</b>	<b>Pre-Offer 31.03.2022</b>
<b>Debt</b>	
- Short Term Debt	645.95
- Long Term Debt	386.94
<b>Total Debt</b>	<b>1,032.89</b>
<b>Shareholders' Fund (Equity)</b>	
- Share Capital	206.00
- Reserves & Surplus	507.44
- Less: Miscellaneous Expenses not W/off	-
<b>Total Shareholders' Fund (Equity)</b>	<b>713.44</b>
<b>Long Term Debt / Equity (In Ratio)</b>	0.54
<b>Total Debt / Equity (In Ratio)</b>	1.45
<i>Notes:-</i>	
1. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude installments of Term Loans repayable within 12 months.	
2. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayable within 12 months grouped under other current liabilities.	
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2021	
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.	
5. Apart from Share Capital and Share Premium under Reserves and Surplus, other figures are considered from the Restated STANDALONE Financials as on March 31, 2021 (These figures are meant for representation purpose and are not actual figures)	

<b>ANNEXURE -XXXIV</b>			
<b>RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES</b>			
<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Contingent liabilities in respect of:</b>			
Claims against the company not acknowledged as Debts	Unascertainable	Unascertainable	Unascertainable
Bank Guarantee (Financial)	0	0	0
Bank Guarantee (Performance)	0	0	0
Income Tax Demand (A.Y.- 2010-11)	0.00	0.00	-
TDS Demand (A.Y. 2013-14)	0	0	-
Other moneys for which the Company is contingently liable	NIL	NIL	NIL
Commitments (to the extent not provided for)	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL
Other commitments	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

<b>PARTICULARS</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
At the beginning of the period	20,60,000	20,60,000	20,60,000
No of days outstanding	365	365	365
Date of Issue during the year (Bonus Share)	-	-	-
No of days outstanding	365	365	365
No of days outstanding	-	-	-
No of days outstanding	-	-	-
No of days outstanding	-	-	-
<b>Weighted average no of Equity shares as on the end of the period / year (Pre Bonus)</b>	<b>20,60,000</b>	<b>20,60,000</b>	<b>20,60,000</b>
<b>Weighted average no of Equity shares as on the end of the period / year (Post Bonus)</b>	<b>20,60,000</b>	<b>20,60,000</b>	<b>20,60,000</b>

## FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, M/s Arham Technologies Limited and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as on March 31, 2022 are as mentioned below:

Nature of Borrowing	Outstanding as on March 31, 2022	Outstanding as on August 31, 2022
Secured Loan	8,88,66,493.56	--
Unsecured Loan	1,48,85,076.40	--
<b>Total</b>	<b>10,37,07,869.96</b>	--

### A. Secured Loans

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2022	Outstanding as on August 31, 2022
Bank of Baroda	Working Capital Use	6,50,00,000.00	6,45,94,756.28	9,01,66,095.71
Bank of Baroda	Covid Emergency Loan	2,28,00,000.00	2,28,00,000.00	2,28,00,000.00
HDFC Bank Limited	Car Loan – Hyundai Creta	17,31,900.00	13,35,410.28	12,01,549.89
Chola Mandalam Finance	Tata Ace Loan	3,50,349.00	1,36,327.00	0.00
<b>Subtotal</b>		<b>11,48,82,249.00</b>	<b>8,88,66,493.56</b>	<b>11,41,67,645.60</b>

#### Details Terms of Secured Loan:

##### 1. Bank of Baroda:

<b>Facility</b>	:	Working Capital
<b>Loan Limit</b>	:	<b>650.00 Lacs (Enhanced to 950 Lacs on 22.04.2022)</b>
<b>Date of Sanction</b>	:	29.12.2021
<b>Rate of Interest</b>	:	9.85% P.A.
<b>Repayment Terms</b>	:	Monthly Interest charged on Outstanding Balance.
<b>Security offered</b>	:	
<b>Primary Security</b>	:	1 <sup>st</sup> charge over entire current assets of the company by way of Hypothecation
<b>Collateral Security</b>	:	N.A.
<b>Personal Guarantee</b>	:	N.A.
<b>Corporate Guarantee</b>	:	N.A
<b>Any Non-compliance</b>	:	
<b>Of sanctioned terms</b>	:	No

##### 2. Bank of Baroda:

<b>Facility</b>	:	Working Capital Term Loan (AWCTL) under BGECLS Scheme
<b>Loan Limit</b>	:	<b>228.00 Lacs</b>
<b>Date of Sanction</b>	:	29.12.2021
<b>Rate of Interest</b>	:	BRLLR + 1% P.A with monthly rests
<b>Repayment Terms</b>	:	It is repayable in 35 equally monthly installments of Rs. 630000 each and last installment of Rs. 750000 starting after 24 months moratorium beginning from December, 2023.
<b>Security offered</b>	:	
<b>Primary Security</b>	:	Extension of charges on the existing primary security.
<b>Collateral Security</b>	:	Extension of charges on the existing collateral security.
<b>Personal Guarantee</b>	:	N.A.
<b>Corporate Guarantee</b>	:	N.A
<b>Any Non-compliance</b>	:	
<b>Of sanctioned terms</b>	:	No

**3.  HDFC Bank Limited:**

**Facility** : Car Loan – Hyundai Creta  
**Loan Limit** : **Rs. 17,31,900/-**  
**Date of Sanction** : 07.11.2020  
**Rate of Interest** : 8.50%  
**Repayment Terms** : Payable in 60 installments of Rs. 35,034.00 each starting from 07.12.2020

**Security offered**

**Primary Security** : The loan is secured by hypothecation of vehicle (Hyundai Creta).  
**Collateral Security** : N.A.  
**Personal Guarantee** : N.A.  
**Corporate Guarantee** : N.A.  
**Any Non-compliance**  
**Of sanctioned terms** : No

**4.  Cholamandalam Finance :**

**Facility** : Vehicle Loan – Tata Ace (Refinance)  
**Loan Limit** : **Rs. 3,50,349/-**  
**Date of Sanction** : 04.02.2020  
**Rate of Interest** : 9.00%  
**Repayment Terms** : Payable in 36 installments of Rs. 13,814.00 each starting from 05.03.2020

**Security offered**

**Primary Security** : The loan is secured by hypothecation of vehicle (Tata Ace).  
**Collateral Security** : N.A.  
**Personal Guarantee** : N.A.  
**Corporate Guarantee** : N.A.  
**Any Non-compliance**  
**Of sanctioned terms** : No

**B. Unsecured Loans:**

Name of Lender	Purpose	Re-Payment Terms	Outstanding as on <b>March 31, 2022</b>	Outstanding as on <b>August 31, 2022</b>
Anekant Jain	Working Capital	Repayable on Demand	3,32,476.40	3,32,476.40
Ankit Jain	Working Capital	Repayable on Demand	47,05,000.00	45,05,000.00
Kanika Jain	Working Capital	Repayable on Demand	22,40,000.00	13,40,000.00
Roshan Jain HUF	Working Capital	Repayable on Demand	12,00,000.00	12,00,000.00
Roshan Jain	Working Capital	Repayable on Demand	29,32,500.00	29,32,500.00
Rukmani Jain	Working Capital	Repayable on Demand	9,50,000.00	9,50,000.00
Bajaj Finance Ltd	Working Capital	Repayable on Demand	25,25,100.00	25,00,100.00
<b>Subtotal</b>			<b>1,48,85,076.40</b>	<b>1,37,60,076.40</b>

**5.  Bajaj Finance Limited :**

**Facility** : Direct Hybrid Flexi Loan  
**Loan Limit** : **Rs. 25,59,348/-**  
**Date of Sanction** : 30.04.2021  
**Rate of Interest** : 16.00%  
**Repayment Terms** : Payable in 84 installments of Rs. 28,223.00 each starting from 02.06.2021

**Security offered**

**Primary Security** : No Security Offered. On the basis of Goodwill.  
**Collateral Security** : N.A.  
**Personal Guarantee** : N.A.  
**Corporate Guarantee** : N.A.  
**Any Non-compliance**  
**Of sanctioned terms** : No

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

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the financial year ended on 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this prospectus. You should also see the section titled “**Risk Factors**” beginning on page 19 of this prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.

These financial statements have been prepared in accordance with Ind GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated August 29, 2022 which is included in this prospectus under the section titled “**Financial Information as Restated**” beginning on page 125 of this prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “**Risk Factors**” and “**Forward Looking Statements**” beginning on pages 19 and 14 respectively, and elsewhere in this prospectus

Accordingly, the degree to which the financial statements in this prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled “**Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation**” beginning on page 12 of this prospectus.

### BUSINESS OVERVIEW

**Arham Technologies Limited** is engaged in manufacturing of LED Smart Televisions, with different screen sizes under our brand ‘STARSHINE’. We also manufacture Fans, Air Coolers and Mixer Grinders through third party manufacturers under our brand ‘STARSHINE’. We have network of dealers and distributors across Chhattisgarh, Madhya Pradesh, Odisha, Vidarbha, Andhra Pradesh and parts of Uttar Pradesh.

We also serve under Original Equipment Manufacturer (“OEM”) business models for LED Televisions. Under the OEM model, we manufacture and supply products as per the requirements of our customers, who then further distribute these products under their own brands. With primary focus on quality, Arham Technologies Limited has been catering to a number of regional brands in Central India. With serving Original Equipment Manufacturer (OEM), we have adopted a cost-effective pricing strategy which gives the clients an upper hand over other brands.

Last year in July 2021, imports of Assembled LED Televisions in India was put under restricted category by Government of India, i.e , all the ‘Made in India’ Televisions will only be sold in India, which brings tremendous opportunity for brands like STARSHINE to increase the market size of its TV. After this Government’s policy, we are now having advantage in Indian market against our competitors, as they were importing Televisions from China earlier. However, raw materials like open cell, Electronic Circuit (Mainboard), Cabinet and Back Light Units (BLU) are imported from China and Hongkong due to pricing and other favourable factors.

We plan to add other products in our portfolio by way of white labelling, to be a part of bigger portfolio of products. However, we plan to keep our focus on sales of Smart Televisions by making schemes and offers centric to Televisions. We are also setting up a manufacturing facility for Fans at our existing locations which shall give better margin and control in supply chain, as we do not have to depend on other manufacturers for procurement.

We are strategically located in Electronic Manufacturing Cluster, in new Smart City of Raipur, which is one of the very first smart cities of India. Chhattisgarh borders seven states i.e. Odisha, Andhra Pradesh, Telangana, Maharashtra, Madhya Pradesh, Uttar Pradesh and Jharkhand which gives direct market access to these states. Inland port, also gives an advantage to the location, which brings down cost of import and exports as compared to busy ports like Nhava Sheva etc. Being located in central part of India, we enjoy many geographical advantages.

We also do white-labelling for various regional brands. Raipur enjoys a geographical advantage, as no big city is nearby of Raipur, and Raipur market feeds the entire Chhattisgarh, Odisha, some parts of Madhya Pradesh, Vidarbha Region and Jharkhand. Traders from these regions are dependent on Raipur for various industries, as no direct transportation feasibility to other cities nearby Raipur exists from the Metros.

We have also launched our “D2C” website [www.starshine.co.in](http://www.starshine.co.in) for our products which will increase our sales, profits, brand value and also to provide direct benefit to the end users. We are also listing our products on e-commerce platform i.e. Amazon and Flipkart etc.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD**

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2022 as disclosed in this prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on Emerge Platform of National Stock Exchange of India Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on June 02, 2022 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on June 25, 2022 authorized the Initial Public Offer.
3. The company has issued 41,20,000 equity shares on September 05, 2022 as bonus shares.

### **KEY FACTORS AFFECTING OUR RESULTS OF OPERATION**

1. Covid-19 pandemic.
2. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
3. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of our services/products;
6. Rapid Technological advancement and inability to keep pace with the change;
7. Increased competition in industries/sector in which we operate;
8. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
9. Changes in laws and regulations relating to the Sectors in which we operate;
10. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
11. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
12. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
13. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

### **SIGNIFICANT ACCOUNTING POLICIES:**

Our significant accounting policies are described in the section entitled “**Financial Statements as Restated**” beginning from page no. 125 of the prospectus.

### SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the financial year ended on 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	For the year ending on 31.03.2022	% of Total Revenue	For the year ending on 31.03.2021	% of Total Revenue	For the year ending on 31.03.2020	% of Total Revenue
Revenue from Operations	3,646.79	97.84	2,275.49	99.80	1,378.37	99.93
Other Income	80.58	2.16	4.62	0.20	0.91	0.07
<b>Total Revenue</b>	<b>3,727.37</b>	<b>100.00</b>	<b>2,280.11</b>	<b>100.00</b>	<b>1,379.28</b>	<b>100.00</b>
<b>Expenses:</b>						
Cost of Operation	3,113.00	83.52	2,268.59	99.49	1,130.10	81.93
Changes in inventories of finished goods	(104.86)	(2.81)	(510.13)	(22.37)	24.05	1.74
Employee Benefits Expenses	71.67	1.92	44.62	1.96	39.09	2.83
Finance Costs	110.24	2.96	60.96	2.67	58.97	4.28
Depreciation and Amortization Expense	25.69	0.69	48.75	2.14	50.43	3.66
Other Expenses	89.42	2.40	95.63	4.19	21.29	1.54
<b>Total Expenses</b>	<b>3,305.16</b>	<b>88.67</b>	<b>2,008.42</b>	<b>88.08</b>	<b>1,323.93</b>	<b>95.99</b>
Profit before exceptional and extraordinary items and tax (A-B)	422.21	11.33	271.69	11.92	55.35	4.01
Exceptional/Prior Period items - Provisions for CSR	-		-		-	
<b>Profit before extraordinary items and tax</b>	<b>422.21</b>	<b>11.33</b>	<b>271.69</b>	<b>11.92</b>	<b>55.35</b>	<b>4.01</b>
Extraordinary items	-		-		-	
<b>Profit Before Tax</b>	<b>422.21</b>	<b>11.33</b>	<b>271.69</b>	<b>11.92</b>	<b>55.35</b>	<b>4.01</b>
Provision for Tax						
- Current Tax	110.76	2.97	76.48	3.35	-	-
- Earlier Year Taxes	-		(8.63)	(0.38)	-	-
- Deferred Tax Liability / (Asset)	9.44	0.25	0.08	0.00	1.16	0.08
<b>Restated profit for the period</b>	<b>302.01</b>	<b>8.10</b>	<b>203.76</b>	<b>8.94</b>	<b>56.51</b>	<b>4.10</b>

### COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2022 WITH FISCAL 2021

**Total Income:** During the FY 2021-22 the revenue from operation and other income of the company has been increased to ₹3727.37 Lacs as against ₹2280.11 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY.

**Total Expenses:** The total expenditure for the FY 2021-22 has been increased to ₹3305.16 Lacs as against ₹2008.42 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Cost of Operation and Changes in Inventories of Finished Goods:** The Cost of Operations and Changes in Inventories of Finished Goods for the FY 2021-2022 has been increased to ₹3008.14 Lacs as against ₹1758.46 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Employee Benefit Expenses:** The Employee Benefit Expenses for the FY 2021-22 has been increased to ₹71.67 Lacs as against ₹44.62 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Finance Cost:** The Finance Cost for the FY 2021-22 has been increased to ₹110.24 Lacs as against ₹60.96 Lacs in the FY 2020-21.

**Other Expenses:** The Other Expenses for the FY 2021-2022 has been decreased to ₹89.42 Lacs as against ₹95.63 Lacs in the FY 2020-21.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2021-22 has been increased to ₹302.01 Lacs as against ₹203.76 Lacs in the FY 2020-21.

## COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2021 WITH FISCAL 2020

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**Total Income:** During the FY 2020-21 the revenue from operation and other income of the company was increased to ₹2280.11 Lacs as against ₹1379.28 Lacs in the FY 2019-20. This change was mainly due to increase in sales in FY 2020-21.

**Total Expenses:** The total expenditure for the FY 2020-21 has been increased to ₹2008.42 Lacs as against ₹1323.93 Lacs in the FY 2019-20. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Cost of Operation and Changes in Inventories of Finished Goods:** The Cost of Operations and Changes in Inventories of Finished Goods for the FY 2020-21 has been increased to ₹1758.46 Lacs as against ₹1154.15 Lacs in the FY 2019-20. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Employee Benefit Expenses:** The Employee Benefit Expenses for the FY 2020-21 has been increased to ₹44.62 Lacs as against ₹39.09 Lacs in the FY 2019-20. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Finance Cost:** The Finance Cost for the FY 2020-21 has been increased to ₹60.96 Lacs as against ₹58.97 Lacs in the FY 2019-20.

**Other Expenses:** The other Expense for the FY 2020-2021 has been increased to ₹95.63 Lacs as against ₹21.29 Lacs in the FY 2019-20. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2020-21 has been increased to ₹203.76 Lacs as against ₹56.51 Lacs in the FY 2019-20. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

### **AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:**

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**1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

There are no significant economic changes that may materially affect or likely to affect income from continuing operations except the Covid-19 pandemic which is still to be controlled. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 19 in the prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Expected Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by demand/supply situation, Government Policies and Taxation and Currency fluctuations.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices**

Changes in revenue in the last financial years are as explained in the part “Comparison of the financial performance of above.”

**6. Total turnover of each major industry segment in which our Company operates**

The Company is mainly engaged in manufacturing of LED TV, Fan, Washing Machine, Mixer Grinder, Air Cooler and all the activities of the business revolve around this main business. Therefore, there are no separate reportable segments.

**7. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new product other than disclosed in this prospectus.

**8. Seasonality of business**

Some of the products like Air Cooler, Fan is seasonal in nature and mostly sold during summer season.

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on page 65 and 81 respectively of the prospectus.

**10. Details of material developments after the date of last balance sheet i.e., March 31, 2022**

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

## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*This is to certify that, except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters or fraudulent borrowers by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

#### Part I – CONTINGENT LIABILITIES OF THE COMPANY

Particulars	Amount (in Lacs)
Contingent Liabilities	Nil

#### Part-II LITIGATION RELATING TO THE COMPANY

##### I. FILED AGAINST THE COMPANY

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**
  - ii. Indirect Tax - **NIL**
- d. Other Pending Litigation - **NIL**

**II. CASES FILED BY THE COMPANY**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**
  - ii. Indirect Tax - **NIL**
- d. Other Pending Litigation - **NIL**

**Part-III LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF THE COMPANY.**

**1. CASES FILED AGAINST COMPANY DIRECTOR AND PROMOTER**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**
  - ii. Indirect Tax - **NIL**
- d. Other Pending Litigation - **NIL**

**2. CASES FILED BY COMPANY DIRECTORS AND PROMOTERS**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**
  - ii. Indirect Tax - **NIL**
- d. Other Pending Litigation

**Part IV- LITIGATION RELATING TO GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

**1. CASES FILED AGAINST GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**

**2. CASES FILED BY GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities - **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax - **NIL**
  - ii. Indirect Tax - **NIL**
- d. Other Pending Litigation - **NIL**

## GOVERNMENT AND OTHER APPROVALS

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

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

### I. Approvals for the Issue

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on June 02, 2022 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on June 25, 2022 authorized the Issue.
- c) Our Company has received an in-principle approval from the NSE dated [●] for listing of Equity Shares issued pursuant to the Issue.
- d) Our Company's ISIN is "INE0L2Y01011".

### II. Approvals pertaining to Incorporation of our Company

S. No	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1	Certificate of Incorporation	U52335CT2013PTC001207	Companies Act, 1956	Registrar of Companies, Chhattisgarh	27 <sup>th</sup> December, 2013	Till Cancelled
2	Certificate of Incorporation upon change in Name	U52335CT2013PTC001207	Companies Act, 1956	Registrar of Companies, Chhattisgarh	27 <sup>th</sup> February, 2014	Till Cancelled
3	Certificate of Incorporation pursuant to conversion from Private Limited to Public Limited	U52335CT2013PLC001207	Companies Act, 2013	Registrar of Companies, Chhattisgarh	11 <sup>th</sup> January, 2022	Till Cancelled

### III. Business Related Approvals

Sl. No	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1	Registration under Employees' State Insurance	59001676050000999	Employee State Insurance Act, 1948	Employees' State Insurance Corporation	---	Till Cancelled
2	Registration under Employee Provident Fund	CGRAI2392577000	Employees Provident Fund Scheme, 1952	Employees Provident Fund Organisation	31 <sup>st</sup> May, 2022	Till Cancelled
3	Registration under Shops and Establishments for Branch Office	4621012001002696	Shops and Establishments Act, 1992	Raipur Municipal Corporation	08 <sup>th</sup> March, 2022	14 <sup>th</sup> March 2023
4	Importer-Exporter Code (IEC)	AAMCA5357P	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	25 <sup>th</sup> January, 2018	Till Cancelled

Sl. No	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
5	Udyam Registration Certificate	UDYAM-CG-14-0003371	Ministry of Micro, Small and Medium Enterprises Development Act, 2006	Micro, Small and Medium Enterprises	16 <sup>th</sup> December, 2020	Till Cancelled
7	Factory License	57511/2019/GEN/C G-04/1438/4851	Factories Act, 1948	Chief Inspector of Factories, Government Chhattisgarh	07 <sup>th</sup> April, 2022	31 <sup>st</sup> December, 2022
8	Certificate of Recognition as Startup	DIPP81055	Start Up Scheme	Department for Promotion of Industry and Internal Trade	08 <sup>th</sup> June, 2021	26 <sup>th</sup> December, 2023
10	Trade License / Shop & Establishment	4621012001002696	Shop & Establishment Act	Raipur Municipal Corporation	14 <sup>th</sup> March, 2022	14 <sup>th</sup> March, 2023
11	Chhattisgarh Shram Kalyan Yojana	21677	Chhattisgarh Shram Kalyan Adhiniyam, 1982	Labour Welfare Department, Chhattisgarh	01 <sup>st</sup> January 2019	Till cancelled

#### IV. Tax Related Approvals

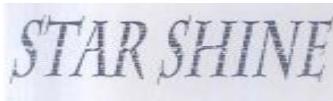
S. No	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Permanent Account Number [PAN]	AAMCA5357P	Income Tax Act, 1961	Income Tax Department	---	Till cancelled
2.	Tax Deduction Account Number [TAN]	JBPA06566A	Income Tax Act, 1961	Income Tax Department	15 <sup>th</sup> February, 2022	Till Cancelled
3.	Goods and Service Tax - Chhattisgarh	22AAMCA5357P1Z7	Central Goods and Service Tax Act 2017	Goods and Service Tax Department	11 <sup>th</sup> February, 2022	Till Cancelled
4.	Goods and Service Tax - Telangana	36AAMCA5357P1ZY	Central Goods and Service Tax Act 2017	Goods and Service Tax Department	27 <sup>th</sup> January, 2022	Till Cancelled

#### V. Quality Related Approvals

S. No	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Certificate of Registration for ISO 9001:2015	QCA90722	Quality Management System	Aambitious Assessment Private Limited	12 <sup>th</sup> August, 2022	11 <sup>th</sup> August, 2025
2.	Bureau of Indian Standards	R- 59000302	BIS (Conformity Assessment) Regulations, 2017	Ministry of Consumer Affairs	06 <sup>th</sup> July 2021	05 <sup>th</sup> July 2023
3.	Certificate of Compliance	Q-119127032021	RoHS Directive of the European Parliament and of the Council on the restriction of use of certain Hazardous Substances.	UK Certification and Assessment Limited	27 <sup>th</sup> January 2021	26 <sup>th</sup> January 2023

## VI. Intellectual Property Related Approvals

### *Intellectual Property Rights in the name of our Company*

Sl. No	Trademark	Class of Registration	Registration No/ Application No	Date of Issue/ Application	Date of Expiry	Status
1.		11	3331838	08 <sup>th</sup> August, 2016	8 <sup>th</sup> August, 2026	Registered
		35	4366755	04 <sup>th</sup> December 2019	04 <sup>th</sup> December 2029	Registered
2.		09	1732614	16 <sup>th</sup> September, 2008	16 <sup>th</sup> September, 2028	Registered
3.		11	3693398	02 <sup>nd</sup> December, 2017	02 <sup>nd</sup> December, 2027	Registered
4.		09	3693397	02 <sup>nd</sup> December, 2017	02 <sup>nd</sup> December, 2027	Registered
5		09	4315818	09 <sup>th</sup> October, 2019	09 <sup>th</sup> October, 2029	Registered
6		11	4255265	03 <sup>rd</sup> August, 2019	03 <sup>rd</sup> August, 2029	Registered

### *List of Trademark Application Pending with Registry*

Sl. No	Trademark	Class of Registration	Registration No./ Application No.	Date of Application	Status
1.		42	5451319	17 <sup>th</sup> May 2022	Formalities Chk Pass
2.		8	5451290	17 <sup>th</sup> May 2022	Accepted
3.		17	5451296	17 <sup>th</sup> May 2022	Accepted
4.		27	5451305	17 <sup>th</sup> May 2022	Accepted

Sl. No	Trademark	Class of Registration	Registration No./ Application No.	Date of Application	Status
5.	<b>STARSHINE</b>	32	5451310	17 <sup>th</sup> May 2022	Accepted
6.	<b>STARSHINE</b>	33	5451311	17 <sup>th</sup> May 2022	Accepted
7.	<b>STARSHINE</b>	34	5451312	17 <sup>th</sup> May 2022	Accepted
8.	<b>STARSHINE</b>	40	5451317	17 <sup>th</sup> May 2022	Accepted
9.	<b>STARSHINE</b>	41	5451318	17 <sup>th</sup> May 2022	Accepted
10.	<b>STARSHINE</b>	45	5451322	17 <sup>th</sup> May 2022	Accepted
11.	<b>STARSHINE</b>	1	5451284	17 <sup>th</sup> May 2022	Accepted
12.	<b>STARSHINE</b>	2	5451285	17 <sup>th</sup> May 2022	Marked for Exam
13.	<b>STARSHINE</b>	4	5451287	17 <sup>th</sup> May 2022	Marked for Exam
14.	<b>STARSHINE</b>	5	5451288	17 <sup>th</sup> May 2022	Marked for Exam
15.	<b>STARSHINE</b>	12	5451292	17 <sup>th</sup> May 2022	Marked for Exam
16.	<b>STARSHINE</b>	13	5451293	17 <sup>th</sup> May 2022	Marked for Exam
17.	<b>STARSHINE</b>	14	5451294	17 <sup>th</sup> May 2022	Marked for Exam

Sl. No	Trademark	Class of Registration	Registration No./ Application No.	Date of Application	Status
18.	<b>STARSHINE</b>	15	5451295	17 <sup>th</sup> May 2022	Marked for Exam
19.	<b>STARSHINE</b>	19	5451297	17 <sup>th</sup> May 2022	Marked for Exam
20.	<b>STARSHINE</b>	21	5451300	17 <sup>th</sup> May 2022	Marked for Exam
21.	<b>STARSHINE</b>	22	5451301	17 <sup>th</sup> May 2022	Marked for Exam
22.	<b>STARSHINE</b>	23	5451302	17 <sup>th</sup> May 2022	Marked for Exam
23.	<b>STARSHINE</b>	24	5451303	17 <sup>th</sup> May 2022	Marked for Exam
24.	<b>STARSHINE</b>	25	5451283	17 <sup>th</sup> May 2022	Marked for Exam
25.	<b>STARSHINE</b>	28	5451306	17 <sup>th</sup> May 2022	Marked for Exam
26.	<b>STARSHINE</b>	37	5451314	17 <sup>th</sup> May 2022	Marked for Exam
27.	<b>STARSHINE</b>	38	5451315	17 <sup>th</sup> May 2022	Marked for Exam
28.	<b>STARSHINE</b>	39	5451316	17 <sup>th</sup> May 2022	Marked for Exam
29.	<b>STARSHINE</b>	42	5451319	17 <sup>th</sup> May 2022	Marked for Exam
30.	<b>STARSHINE</b>	44	5451321	17 <sup>th</sup> May 2022	Marked for Exam

Sl. No	Trademark	Class of Registration	Registration No./ Application No.	Date of Application	Status
31.	TM-C (Copyright)	--	118463	03 <sup>rd</sup> September 2022	New Application

***List of Trademarks Application Objected and Opposed by the Trademark Registry.***

Sl. No	Trademark	Class of Registration	Registration No./ Application No.	Date of Application	Status
1.		09	3331837	08 <sup>th</sup> August, 2016	Opposed
2.		09	5183288	22 <sup>nd</sup> October, 2021	Objected
		03	5451286	17 <sup>th</sup> May, 2022	Objected
		06	5451289	17 <sup>th</sup> May, 2022	Objected
		07	5187807	26 <sup>th</sup> October, 2021	Objected

***List of Trademarks Application refused by the Trademark Registry.***

S. No	Trademark	Class	Application No	Date of Application	Status
1.		09	4255264	03 <sup>rd</sup> August 2019	Refused

**VII. Material Licenses/ Approvals/Permission for which applications have been made by our Company but not received and/or yet to be applied by our Company**

Nil

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on June 02, 2022 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on June 25, 2022 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received In-principal approval from NSE vide their letter dated [●] to use the name of NSE in this draft prospectus for listing of the Equity Shares on EMERGE Platform of NSE. National Stock Exchange of India Limited is the Designated Stock Exchange.
4. Our Board has approved this draft Prospectus through its resolution dated September 09, 2022.

### CONFIRMATION:

- None of our Promoters or Promoter Group or Directors of our Company has been Debarred from accessing the Capital Market by SEBI; or
- None of our Promoters or Directors of our Company is a Promoter or Director of any other Company which is debarred from accessing the capital markets by SEBI.
- Further, neither our Company, Promoters or Directors is a wilful defaulter or Fraudulent Borrower.
- None of our Promoters or Directors is a fugitive economic offender.
- Our company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against our Company.
- Our company has not received any winding up petition admitted by a NCLT / Court.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- Our Company is an "***Unlisted Issuer***" in terms of the SEBI (ICDR) Regulations; and this Issue is an "***Initial Public Issue***" in terms of the SEBI (ICDR) Regulations.

### ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender
- Neither our Company, nor our Promoters or our directors, is a Wilful Defaulter or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital shall not be more than 10 crores, and can issue Equity Shares to the public and propose to list the same on the ***EMERGE Platform of National Stock Exchange of India Limited***.

**We further confirm that:**

- i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the EMERGE Platform of NSE.

In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall be furnished to the SEBI in a soft copy.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated [●] with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under:**

❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 2013 in India.

❖ ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹ 7.13 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25.00 crores.

❖ ***Net-worth: Positive Net-worth.***

As per restated financial statement, the net-worth of the company is ₹ 713.44 Lakhs as on March 31, 2022. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

❖ ***Track Record: The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years***

Our company was incorporated on December 27, 2013 and having track record of more than 3 years.

- ❖ *Operating Profit (earnings before interest, depreciation and tax) from operations for atleast 2 (two) out of 3 (three) financial years:*

Our company is having operating profit, details are mentioned as below

Particulars	FY 2021-22	FY 2020-21	FY 2019-20	(₹ in Lakhs.)
Profit Before Tax	422.21	271.69	55.35	
Add: Depreciation	25.69	48.75	50.43	
Add: Interest	108.99	60.47	58.99	
Less: Other Income	80.58	4.62	0.91	
<b>Operating Profit (earnings before interest, depreciation, and tax) from operations</b>	<b>476.31</b>	<b>376.29</b>	<b>163.86</b>	

- ❖ Our company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and Promoting companies
- ❖ Our Company has not received any winding up petition admitted by a NCLT/Court.
- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.

#### Disclosure:

We further confirm that:

- ❖ There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of our Company.
- ❖ There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.
- ❖ There are no litigations record against our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies), except as disclosed in this draft Prospectus
- ❖ There are no criminal cases filed against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences.

*We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.*

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED**

**TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.**

**THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSSES IN THE OFFER DOCUMENT.**

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED

WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – ***NOT APPLICABLE***

8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – ***NOTED FOR COMPLIANCE***
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF NSE.**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE**.

**DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this draft prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

**CAUTION**

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on September 03, 2022 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares,

Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This draft prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this draft prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in **Raipur, Chhattisgarh, India** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this draft prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this draft prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE**

**"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer."**

**Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."**

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **LISTING**

The Equity Shares of our Company are proposed to be listed on SME EMERGE Platform of NSE. Our Company has obtained In-principle approval from NSE by way of its letter dated [●] for listing of equity shares on EMERGE Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall

return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

#### **FILING**

The draft prospectus is being filed with National Stock Exchange of India Limited, at Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051.

After getting in-principal approval from NSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Chhattisgarh.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the prospectus.

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

#### **CONSENTS**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the draft prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the draft prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, **M/s. R. S. Choraria & Associates**, Chartered Accountant, our Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Tax Benefits” relating to the possible tax benefits and restated financial statements as included in this draft prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this draft prospectus for filling with Roc.

#### **EXPERTS OPINION**

Except for the reports in the Section, “**Statement of Possible Tax Benefits**” and “**Financial Statement as Restated**” on page no. 62 and page no. 125 of this draft prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

#### **PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS**

Except as stated under Section titled “**Capital Structure**” beginning on page no. 43 of this draft prospectus our Company has not undertaken any previous public or rights issue. Further, we are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

**UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS**

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

**PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this draft prospectus. This is the initial public Issuing of our Company's Equity Shares

**PERFORMANCE VIS-A-VIS OBJECTS—PUBLIC/RIGHT ISSUE OF OUR COMPANY**

Except as stated under Section titled "*Capital Structure*" beginning on page 43 of this draft prospectus our Company has not undertaken any previous public or rights issue.

**PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS**

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this draft prospectus.

**OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this draft prospectus.

**OPTION TO SUBSCRIBE**

Equity Shares being issued through the draft prospectus can be applied for in dematerialized form only.

**STOCK MARKET DATA OF THE EQUITY SHARES**

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed "**M/s. Arham Technologies Limited**" as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated August 08, 2022 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

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

Our Company has appointed Mrs. Pooja Avinash Gandhewar, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

**Mrs. Pooja Avinash Gandhewar**

*Company Secretary & Compliance Officer*

**Arham Technologies Limited**

Plot No. 15 Electronic Manufacturing Cluster,  
Sector 22, Village Tuta, Atal Nagarnava,  
Raipur - 492015, Chhattisgarh

**Contact No:** +91 70697 66778

**Email ID:** cs@arhamtechnologies.co.in

**Website:** www.arhamtechnologies.co.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor compliant during the three years preceding the date of this draft prospectus and hence there are no pending investor complaints as on the date of this draft prospectus.

### **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

**PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE LEAD MANAGER**
**Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:**
**Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:**

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % change in closing price, [+/- % change in closing benchmark] 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180 <sup>th</sup> calendar days from listing
1	Timescan Logistics (India) Limited	4.81	51/-	12/01/2022	82.00	78.43 [-3.33]	79.90 [-2.95]	27.45 [-10.94]
2	Safa Systems & Technologies Ltd.	4.00	10/-	09/02/2022	16.55	7.00 [-5.13]	-5.80 [-6.83]	8.10 [-0.13]
3	Shigan Quantum Technologies Limited	22.70	50/-	11/03/2022	61.00	150.50 [6.94]	83.00 [-1.65]	117.80 [6.16]
4	Swaraj Suiting Limited	10.68	56/-	28/03/2022	56.00	32.14 [-0.12]	-16.88 [-8.84]	N. A.
5	Fone4 Communications (India) Limited	6.80	10/-	06/05/2022	10.00	-39.00 [1.70]	-43.90 [6.41]	N. A.
6	Scarnose International Limited	6.60	55/-	27/06/2022	55.50	-5.09 [3.96]	N. A.	N. A.
7	Healthy Life Agritec Limited	10.00	10/-	26/07/2022	8.90	-9.10 [6.91]	N. A.	N. A.
8	Agni Green Powers Limited	5.25	10/-	01/08/2022	25.00	216.50 [2.42]	N. A.	N. A.
9	Upsurge Seeds of Agriculture Limited	22.81	120/-	11/08/2022	140.00	N. A.	N. A.	N. A.
10	Naturo Indiabull Limited	10.92	30/-	02/09/2022	25.00	N. A.	N. A.	N. A.

Status as on 07-09-2022

1. in case where the security is not being traded on 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, the previous working day has been considered.
2. in case where 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE Emerging.
4. N.A. – Period not completed

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount – 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium – 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount -180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium – 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	8	57.68	1	1	2	1	N. A.	3	3	1	2	1	N. A.	1
2019-20	6	52.42	N. A.	1	2	N. A.	2	1	N. A.	1	2	N. A.	N. A.	3
2020-21	1	2.40	N. A.	N. A.	N. A.	1	N. A.	N. A.	N. A.	N. A.	N. A.	1	N. A.	N. A.
2021-22	7	73.31	N. A.	1	1	3	1	1	1	1	N. A.	2	1	1
2022-23	6	62.38	N. A.	1	2	1	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

Status as on 07-09-2022

**TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.finshoregroup.com](http://www.finshoregroup.com).

## SECTION XI: ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this draft prospectus, the prospectus, the abridged draft prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.*

### AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on June 02, 2022 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting held on June 25, 2022.

### RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, "**Description of Equity Shares and Terms of the Articles of Association**", beginning on page 211 of this draft prospectus.

### OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, "**Dividend Policy**" and "**Description of Equity Shares and Terms of the Articles of Association**", beginning on page 124 and 211 respectively, of this draft prospectus.

### FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹10/- per equity share and the issue price is ₹42/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, "**Basis for Issue Price**" beginning on page 60 of this draft prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "**Description of Equity Shares and Terms of the Articles of Association**", beginning on page 211 of this draft prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated June 10, 2022 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated June 09, 2022 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this draft prospectus will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

## JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE**

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

- In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the prospectus with the Registrar of Companies.
- In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.
- In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.
- In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from NSE EMERGE may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

#### **MINIMUM SUBSCRIPTION**

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of draft prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 3,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE Platform of NSE.

#### **APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCB'S CANNOT PARTICIPATE IN THIS ISSUE.**

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

#### **RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled “*Capital Structure*” beginning on page 43 of this draft prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 211 of this draft prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy

of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the EMERGE Platform of NSE.

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

### **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of NSE from the EMERGE platform of NSE on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-up Capital of the company is more than ₹ 10 crore but below ₹25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **MARKET MAKING**

The Equity Shares offered through this Issue are proposed to be listed on the EMERGE Platform of NSE, wherein [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE EMERGE for a minimum period of three (3) years from the date of listing on the EMERGE Platform of NSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, "**General Information- Details of the Market Making Arrangements for this Issue**" beginning on page 192 of this draft prospectus.

### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in **Raipur, Chhattisgarh, India**.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is not more than ten crore rupees, issue shares to the public and propose to list the same on the SME platform (EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Issue, please refer to Sections titled "**Terms of the Issue**" and "**Issue Procedure**" beginning on pages 185 and 192, respectively, of this draft prospectus.

The present Issue of 22,80,000 Equity Shares at an issue price of ₹42/- each aggregating to ₹ 957.60 Lakhs by our Company. The Issue and the Net Issue will constitute 26.95% and 25.60%, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	21,66,000 Equity Shares	1,14,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	95.00% of the Issue Size	5.00% of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 3,000 Equity Shares each.  For further details please refer to " <i>Basis of Allotment</i> " under Section titled " <b>Issue Procedure</b> " beginning on page 192 of this draft prospectus.	Firm Allotment
<b>Mode of Application</b>	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Application Size</b>	<b>For Other than Retail Individual Investors:</b> 6,000 Equity Shares at Issue price of ₹42/- each so that the Application Value exceeds ₹2,00,000.  <b>For Retail Individuals:</b> 3,000 Equity Shares at Issue price of ₹42/- each.	1,14,000 Equity Shares @ ₹42/- each
<b>Maximum Application Size</b>	<b>For Other than Retail Individual Investors:</b> 10,83,000 Equity Shares at Issue price of ₹42/- each. (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.)  <b>For Retail Individuals Investors:</b> 3,000 Equity Shares at Issue price of ₹42/- each.	1,14,000 Equity Shares @ ₹42/- each
<b>Trading Lot</b>	3,000 Equity Shares	3,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment</b>	<b>100% at the time of application</b>	<b>100% at the time of application</b>

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled "**Issue Structure**" beginning on page 190 of this Draft Prospectus.

\*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to: (i) individual applicants other than retail individual investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage. For further information on the Allocation of Net Offer to Public, please refer to chapter titled "**The Issue**" on page no. 32 of this Draft Prospectus.

### **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this draft prospectus, which our Company will apply for only after Allotment.

### **ISSUE PROGRAMME**

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with NSE EMERGE	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on NSE EMERGE	[●]

**Note:** The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws.

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Retail Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, which came into effect from May 01, 2021 had put in place measures to have a uniform policy to further streamline the processing of ASBA applications through UPI process among intermediaries/SCSBs and also provided a mechanism of compensation to investors.

However, in view of the representations received from stakeholders, SEBI vide Circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 given some relaxation for the implementation timelines for the provisions of “the circular” which are as as under:

- **SMS Alerts:** Para 9 of “the circular” prescribed the details to be sent by SCSB’s in SMS alerts. While SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc shall be included in SMS for Public Issues opening on/after January 01, 2022.
- **Web Portal for CUG:** For ease of doing business, Para 10 of “the circular” prescribed a web portal to be hosted by Sponsor Banks for closed user group (hereinafter referred to as “CUG”) entities. In view of the representations received from the stakeholders, it has been decided that:
  - ❖ The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
  - ❖ In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details prescribed in Para 10 of “the circular” to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues

- with UPI handles/PSPs/TPAPS/SCSB's etc, the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- ❖ The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- **Completion of Unblocks by T+4:** Para 13 of “the circular” prescribed the process and timeline for ensuring the completion of unblocks pertaining to UPI mandates on T+4 (T: Issue Closing Date). while the process of unblocking shall be completed by T+4, in view of the representations received from stakeholders, the following shall be the revised timelines:
- ❖ The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
  - ❖ The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
  - ❖ Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1.
  - ❖ To ensure that the unblocking is completed on T+4, the Lead Managers, on a continuous basis and before the opening of the public issue shall take up the matter with the SCSB's at appropriate level.

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.*

*Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from 01 September, 2022 onwards.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.*

*Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

#### **Phased implementation of Unified Payments Interface (UPI)**

SEBI has issued the various UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Retail Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase

II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Retail Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Managers.

### FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.**

### APPLICATION FORM

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

\* Excluding electronic Application Form.

\*\* Application forms will also be available on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are

*submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than Retail Individual Investors using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For Retail Individual Investors using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate Retail Individual Investors (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the LM for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

### **WHO CAN APPLY?**

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;

- xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and  
xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

**Applications should not to be made by:**

- i. Minors (except through their Guardians)
- ii. Partnership firms
- iii. Foreign Nationals (except NRIs)
- iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to 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 Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.*

**MAXIMUM AND MINIMUM APPLICATION SIZE:**

**1. For Retail Individual Applicants:**

The Application must be for a minimum of 3,000 Equity Shares and in multiples of 3,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, **they can make Application only upto 3,000 Equity Shares.**

**2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**3. Minimum Bid Lot: 3,000 Equity Shares**

**BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 3,000 Equity Shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted 3,000 Equity Shares;
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 3,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
  - As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allotted that higher percentage.
  - Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

The Executive Director/Managing Director of the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company’s paid-up share capital

carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **APPLICATIONS BY ELIGIBLE NRI'S**

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **APPLICATIONS BY HUF**

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

### **APPLICATIONS BY FPI'S**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI 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 issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 a 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 who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure

that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

### **APPLICATIONS BY SCSB'S**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

### **APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “IRDAI Investment Regulations”) are broadly set forth below:

- a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

### **APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

*The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any*

*single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this draft prospectus.*

#### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

#### **METHOD AND PROCESS OF APPLICATIONS**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **TERMS OF PAYMENT**

The entire Issue price of ₹42/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

#### **PAYMENT MECHANISM**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount

equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount.

**However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage.** In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sl. No.	Details*
1	Symbol
2	Intermediary Code
3	Location Code
4	Application No.
5	Category
6	PAN
7	DP ID
8	Client ID
9	Quantity
10	Amount

\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);

- DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **ALLOCATION OF EQUITY SHARES**

- 1) The Issue is being made through the Fixed Price Process wherein 1,14,000 Equity Shares shall be reserved for Market Maker and 21,66,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage and retail individual investors can withdraw or revise their bids till issue closure date.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation where the registered office of the Company is situated.

### **ISSUANCE OF ALLOTMENT ADVICE (CAN)**

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **DESIGNATED DATES**

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with NSE EMERGE	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on NSE EMERGE	[●]

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws*

#### **GENERAL INSTRUCTIONS**

##### **Do's:**

- Check if you are eligible as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals. All applicants (other than Anchor Investors) should submit their Bids through the ASBA process only;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account or UPI ID, as applicable) in the Application Form if you are not a Retail Individual Investor bidding using the UPI Mechanism in the Application Form and if you are a Retail Individual Investor using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Application Form.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the draft prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/I/M dated March 16, 2021*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

***Instructions for Completing the Application Form***

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com).

***Applicant's Depository Account and Bank Details***

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

***Submission of Application Form***

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the

application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME platform NSE EMERGE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **OTHER INSTRUCTIONS FOR THE APPLICANTS**

#### **Joint Applications**

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Applications**

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

#### **IMPERSONATION:**

*Attention of the application is specifically drawn to the provisions of the 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.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount.”

### **INVESTOR GRIEVANCE**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

### **NOMINATION FACILITY TO APPLICANT**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

### **GROUNDS FOR TECHNICAL REJECTIONS**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this draft prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and draft prospectus as per the instructions in this draft prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144Aunder the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

**APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **Names of entities responsible for finalizing the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Completion of Formalities for Listing & Commencement of Trading**

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated [●] with Lead Manager. For Further information, please refer section "**General Information**" beginning from page no 36 of this draft prospectus.
- b) A copy of prospectus will be filed with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

#### **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- 6) That no further issue of securities shall be made till the securities offered through the draft prospectus 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 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under

a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

**EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated June 10, 2022 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated June 09, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. "**INE0L2Y01011**".

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013**  
**(A COMPANY LIMITED BY SHARES)**  
**(Company incorporated under Companies Act, 1956)**

**ARTICLES OF ASSOCIATION<sup>#</sup>**  
**OF**  
**ARHAM TECHNOLOGIES LIMITED**

Sr. No	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
	<b>Interpretation Clause</b>	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) *“The Company” shall mean ‘ <b>ARHAM TECHNOLOGIES LIMITED</b> ’	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>

#Adoption of a new set of Articles of Association vide special resolution passed in the Annual General Meeting of the members of the Company dated November, 30, 2021 pursuant to conversion of the Company from a private limited to a public limited Company.

Sr. No	Particulars	
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>

Sr. No	Particulars	
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non Voting Shares</b>
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <ul style="list-style-type: none"> <li>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</li> <li>(b) No such Shares shall be redeemed unless they are fully paid;</li> <li>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</li> <li>(d) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and</li> </ul>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

Sr. No	Particulars	
	<p>the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
10.	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
11.	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
12.	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that section and rules framed thereunder.</p>	<b>Issue of Sweat Equity Shares</b>
13.	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>	<b>ESOP</b>
14.	<p>Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>	<b>Buy Back of shares</b>
15.	<p>Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	<b>Consolidation, Sub-Division And Cancellation</b>
16.	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p>	<b>Issue of Depository Receipts</b>

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17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
	<b>MODIFICATION OF CLASS RIGHTS</b>	
18.	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	<p>(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.</p>	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or	<b>Directors may allot shares as full paid-up</b>

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	for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.	<b>Share Certificates.</b>

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	<p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
30.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	<b>The first named joint holder deemed Sole holder.</b>
	<p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>	<b>Maximum number of joint holders.</b>
31.	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
32.	<p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p>	<b>Installment on shares to be duly paid.</b>

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	<b>UNDERWRITING AND BROKERAGE</b>	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
	<b>CALLS</b>	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.  (2) A call may be revoked or postponed at the discretion of the Board.  (3) A call may be made payable by installments.	<b>Directors may make calls</b>
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call	<b>Sums deemed to be calls.</b>

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	duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	<b>Company to have Lien on shares.</b>
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served	<b>As to enforcing lien by sale.</b>

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	on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice maybe given.</b>
49.	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	<b>Terms of notice.</b>
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and maybe sold etc.</b>

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53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
	<b>TRANSFER AND TRANSMISSION OF SHARES</b>	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.	<b>Execution of the instrument of shares.</b>

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	(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.  The instrument of transfer shall be in a common form approved by the Exchange;	<b>Transfer Form.</b>
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—  (a) any transfer of shares on which the company has a lien.  That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>

Sr. No	Particulars	
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly-paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	<b>Titles of Shares of deceased Member</b>
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance	<b>Registration of persons entitled to share otherwise than by transfer. (Transmission clause).</b>

Sr. No	Particulars	
	so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	<b>Nomination</b>
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or	<b>Transmission of Securities by nominee</b>

Sr. No	Particulars	
	<p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	<b>DEMATERIALISATION OF SHARES</b>	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
84.	<p>(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.</p> <p>(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;</p> <p>(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and</p>	<b>Joint and several liabilities for all payments in respect of shares.</b>  <b>Title of survivors.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Receipts of one sufficient.</b>  <b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully	<b>Power to issue share warrants</b>

Sr. No	Particulars	
	paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
86.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	<b>Deposit of share warrants</b>
87.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	<b>Privileges and disabilities of the holders of share warrant</b>
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
89.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	<b>Conversion of shares into stock or reconversion.</b>
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stockholders</b>
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	<b>Regulations.</b>

Sr. No	Particulars	
	<b>BORROWING POWERS</b>	
93.	<p>Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body-corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p>	<b>Power to borrow.</b>
94.	<p>Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</p>	<b>Issue of discount etc. or with special privileges.</b>
95.	<p>The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.</p>	<b>Securing payment or repayment of Moneys borrowed.</b>
96.	<p>Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.</p>	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
97.	<p>If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.</p>	<b>Mortgage of uncalled Capital.</b>
98.	<p>Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.</p>	<b>Indemnity may be given.</b>
	<b>MEETINGS OF MEMBERS</b>	

Sr. No	Particulars	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
102.	A General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting.	<b>Length of Notice for calling meeting</b>
103.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
104.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
105.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	<b>Chairman with consent may adjourn meeting.</b>
106.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>

Sr. No	Particulars	
107.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
108.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
109.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
110.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
111.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
112.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
113.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
114.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
115.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.	<b>Votes of joint members.</b>

Sr. No	Particulars	
	b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
116.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
117.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
118.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.  (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members paying money in advance.</b>  <b>Members not prohibited if share not held for any specified period.</b>
119.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
120.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
121.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
122.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
123.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity,	<b>Validity of votes given by proxy notwithstanding death of a member.</b>

Sr. No	Particulars	
	revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	
124.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
125.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
	<b>DIRECTORS</b>	
126.	<p>(a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.</p> <p>(b) Followings are the first directors of the company:</p> <ul style="list-style-type: none"> <li>(1) Mr. Ankit Jain</li> <li>(2) Mr. Roshan Jain</li> <li>(3) Mr. Anekant Jain</li> </ul>	<b>Number of Directors</b>
127.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification Shares.</b>
128.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
129.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in	<b>Appointment of alternate Director.</b>

Sr. No	Particulars	
	default of another appointment shall apply to the Original Director and not to the Alternate Director.	
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting.	<b>Additional Director</b>
131.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only up to the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Director's power to fill casual vacancies.</b>
132.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
133.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
134.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.  (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
135.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.  b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
136.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
137.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
138.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such	<b>Directors may appoint committee.</b>

Sr. No	Particulars	
	regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	
139.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
140.	a) A committee may elect a Chairperson of its meetings.  b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
141.	a) A committee may meet and adjourn as it thinks fit.  b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Meetings of the Committee</b>
142.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
143.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
	<b>POWERS OF THE BOARD</b>	
144.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
145.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>

Sr. No	Particulars	
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>

Sr. No	Particulars	
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security byway of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	<b>Transfer to Reserve Funds.</b>
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may	<b>To appoint and remove officers and other employees.</b>

Sr. No	Particulars	
	from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	<b>To appoint Attorneys.</b>
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</b>
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>

Sr. No	Particulars	
	<p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p> <p>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p>	
	<p>(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	

Sr. No	Particulars	
146.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<b>Powers to appoint Managing/ Whole-time Directors.</b>
147.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole-time Director.</b>
148.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Powers and duties of Managing Director or Whole-time Director.</b>
<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>		
149.	<p>a) Subject to the provisions of the Act,—</p>	<b>Board to appoint Chief Executive Officer/ Manager/</b>

Sr. No	Particulars	
	<p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
150.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
151.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	
152.	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	<b>Division of profits.</b>
153.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
154.	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or</p>	<b>Transfer to reserves</b>

Sr. No	Particulars	
	<p>for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
<b>155.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>156.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>157.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>158.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>159.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>160.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>161.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>162.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>163.</b>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
<b>164.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>

Sr. No	<b>Particulars</b>	
<b>165.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
	<b>CAPITALIZATION</b>	
<b>166.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <ul style="list-style-type: none"> <li>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</li> <li>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</li> </ul> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <ul style="list-style-type: none"> <li>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</li> <li>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</li> </ul> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
<b>167.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <ul style="list-style-type: none"> <li>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</li> <li>(b) generally to do all acts and things required to give effect thereto.</li> </ul> <p>(2) The Board shall have full power -</p> <ul style="list-style-type: none"> <li>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</li> <li>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</li> </ul> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary</p>	<b>Fractional Certificates.</b>

Sr. No	Particulars	
	and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
168.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.  (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	<b>Inspection of Minutes Books of General Meetings.</b>
169.	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.  b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
170.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
171.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
172.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
173.	Subject to the provisions of Chapter XX of the Act and rules made thereunder—  (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.  (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.  (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	

Sr. No	Particulars	
	<b>INDEMNITY</b>	
174.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
175.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
	<b>SECRECY</b>	
176.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

## SECTION XII: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the draft prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at Plot No. 15 Electronic Manufacturing Cluster, Sector 22, Village Tuta, Atal Nagarnava, Raipur - 492015, Chhattisgarh.

#### **A. MATERIAL CONTRACTS TO THE ISSUE**

1. Issue Agreement dated September 03, 2022 entered into among our Company and the Lead Manager.
2. Agreement dated August 08, 2022 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated June 10, 2022 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated June 09, 2022 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [●] between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated [●] between our Company and the Lead Manager.

#### **B. MATERIAL DOCUMENTS**

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporations of our Company dated December 27, 2013, February 27, 2014 and January 11, 2022 issued by Registrar of Companies.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated June 02, 2022 and June 25, 2022 respectively, authorizing the Issue and other related matters.
4. Copies of Audited Financial Statements of our Company as at and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020.
5. Peer Review Auditors Report dated August 29, 2022 on Restated Financial Statements of our Company as at and for financial year ended March 31, 2022, March 31, 2021 and March 31, 2020.
6. Copy of Statement of tax benefits dated August 29, 2022 from the Statutory Auditor included in this draft prospectus.
7. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the draft prospectus to act in their respective capacities.
8. In-principle listing approval dated [●] from the National Stock Exchange of India Limited for listing the Equity Shares on the EMERGE Platform of NSE.
9. Due Diligence certificate dated [●] submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this draft prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this draft prospectus are true and correct.

### SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
<b>Mr. Roshan Jain</b> <i>DIN: 06381291</i> <i>Managing Director</i>	<b>Sd/-</b>
<b>Mr. Ankit Jain</b> <i>DIN: 06381280</i> <i>Executive Director &amp; Chief Financial Officer</i>	<b>Sd/-</b>
<b>Mr. Anekant Director</b> <i>DIN: 06732591</i> <i>Executive Director &amp; Chief Executive Officer</i>	<b>Sd/-</b>
<b>Mrs. Rukmani Jain</b> <i>DIN: 06381287</i> <i>Non-Executive Director</i>	<b>Sd/-</b>
<b>Mr. Saurabh Agrawal</b> <i>DIN: 07472972</i> <i>Independent Director</i>	<b>Sd/-</b>
<b>Mr. Gaurav Agrawal</b> <i>DIN: 07231924</i> <i>Independent Director</i>	<b>Sd/-</b>

### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

**Sd/-**

**Mrs. Pooja Avinash Gandhewar**

**Dated: September 09, 2022**

**Place: Chhattisgarh**