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Draft Red Herring Prospectus  
Dated: February 03, 2024  
Please read section 26 and 32 of the Companies Act, 2013  
100% Book Built Offer



## MANGLAM INFRA & ENGINEERING LIMITED

### Corporate Identification Number: U43900MP2023PLC066771

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
H.NO.46, Nikhil Nestles Jatkchedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India	E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India	Neha Jain, Company Secretary and Compliance Officer	+0755 4289475 & <a href="mailto:cs@manglaminfra.com">cs@manglaminfra.com</a>	<a href="http://www.manglaminfra.com">www.manglaminfra.com</a>
<b>NAME OF PROMOTERS OF THE COMPANY</b>				
AJAY VERMA, YOGENDRA KUMAR SINGH, SEEMA VERMA AND NISHA SINGH				
<b>DETAILS OF ISSUE TO PUBLIC</b>				
Type	Fresh Issue Size	OFIS* (by no. of share or by amount in ₹)	Total Size	Eligibility & Share Reservation among NII & RII
Fresh Issue	Up to 55,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Nil	Up to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 237.

\*OFS: Offer for Sale

#### DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS - NA

#### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Issue Price (as determined by our Company, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis for Issue Price" beginning on page 81) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this 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 Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, 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 Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

#### BOOK RUNNING LEAD MANAGER

DETAILS OF BOOK RUNNING LEAD MANAGER	CONTACT PERSON	TELEPHONE & EMAIL
 <b>UNISTONE</b>	<b>UNISTONE CAPITAL PRIVATE LIMITED</b>	Brijesh Parekh 022-4604 6494 <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a>

#### DETAILS OF REGISTRAR TO THE ISSUE

NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE & EMAIL
<b>BIGSHARE SERVICES PRIVATE LIMITED</b>	<b>Vinayak Morbale</b>	022-6263 8200 <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>

#### BID/ISSUE PERIOD

Anchor portion Opens/Closes on <sup>(1)</sup> : [●]	Bid/Issue Opens on <sup>(1)</sup> : [●]	Bid/Issue Closes on <sup>(2)</sup> : [●]
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<sup>(1)</sup> Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

<sup>(2)</sup> Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.

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## MANGLAM INFRA & ENGINEERING LIMITED

**Corporate Identification Number: U43900MP2023PLC066771**

*Our Company was originally formed as partnership firm under the Indian Partnership Act, 1932 in the name and style of "Manglam Associates" pursuant to partnership deed dated February 17, 2010, between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma having its principal place of business at H.NO.46, Nikhil Nestles Jatkedi, Hoshangabad road, University (Bhopal), Bhopal, Huzur, Madhya Pradesh-462026, India on the terms and conditions contained in the said partnership deed (as amended). Further, the partnership firm was converted into Public Limited Company "Manglam Infra & Engineering Limited" on July 20, 2023, pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The CIN of the Company is U43900MP2023PLC066771. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 55 and 136 respectively of this Draft Red Herring Prospectus.*

**Registered office:** H.NO.46, Nikhil Nestles Jatkedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India

**Corporate Office:** E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India

**Tel:** +0755- 2569877/4289475; **E-mail:** [cs@manglaminfra.com](mailto:cs@manglaminfra.com); **Website:** [www.manglaminfra.com](http://www.manglaminfra.com)

**Contact Person:** Neha Jain, Company Secretary and Compliance Officer

### PROMOTERS OF THE COMPANY: AJAY VERMA, YOGENDRA KUMAR SINGH, SEEMA VERMA AND NISHA SINGH

**INITIAL PUBLIC ISSUE OF UP TO 55,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MANGLAM INFRA ENGINEERING LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] LAKHS OF WHICH UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ [●] EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF MADHYA PRADESH WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE.**

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 242.

### RISK IN RELATION TO THE FIRST ISSUE

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

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued 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 Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page 31 of this Draft Red Herring Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
 <b>UNISTONE</b>	
<b>UNISTONE CAPITAL PRIVATE LIMITED</b> A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East,Mumbai 400059, Maharashtra Telephone : 022 4604 6494 Email: <a href="mailto:nb@unistonecapital.com">nb@unistonecapital.com</a> Website: <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> Investor grievance email: <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> Contact Person: Brijesh Parekh SEBI registration number: INM000012449 CIN: U65999MH2019PTC330850	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, Maharashtra, India Telephone: 022-6263 8200 Facsimile: 022-6263 8299 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Investor grievance email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Contact Person: Vinayak Morbale Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI Registration Number: INR000001385 CIN: U99999MH1994PTC076534

### BID/ISSUE PERIOD

**Anchor portion Opens/Closes on<sup>(1)</sup>: [●] Bid/Issue Opens on<sup>(1)</sup>: [●] Bid/Issue Closes on<sup>(2)</sup>: [●]**

- (1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.
- (2) Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.

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## **SECTION I – GENERAL DEFINITIONS AND ABBREVIATIONS**

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

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

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

### **Conventional or General Terms**

Terms	Description
“MIEL”, “Manglam”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Manglam Infra & Engineering Limited”, (formerly known as Manglam Associates) a Company incorporated under the Companies Act, 2013 vide a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.
“we”, “us” and “our” “you”, “your” or “yours”	Unless the context otherwise indicates or implies, refers to our Company. Prospective investors in this Issue.
Our Promoters	The Promoters of our Company, namely, Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma.
Promoter Group	Such persons, entities and companies constituting our Promoters Group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” on page 161 of this Draft Red Herring Prospectus.

### **Company Related Terms**

Terms	Description
AOA / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated October 15, 2023.
Auditor or Statutory Auditor	The statutory auditor of our Company, namely Rahul Somya & Co., Chartered Accountant
Banker to our	Punjab National Bank as disclosed in the section titled “General Information”

<b>Terms</b>	<b>Description</b>
Company	beginning on page 55 of this Draft Red Herring Prospectus.
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled " <i>Our Management</i> " beginning on page 143 of this Draft Red Herring Prospectus.
Chairman	Chairman of the Board, as described in " <i>Our Management</i> " on page 143.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company being Sonu Kumar Gupta.
CIN	Corporate Identification Number of our Company U43900MP2023PLC066771.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Neha Jain.
<b>Corporate Office</b>	E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India
Director(s)	The director(s) on our Board.
Equity Shares/Shares	Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being: INE0R3101011.
Key Managerial Personnel/Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled " <i>Our Management</i> " on page 143 of this Draft Red Herring Prospectus.
MD or Managing Director	The Managing Director of our Company being Ajay Verma.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board at its meeting held on December 01, 2023, in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations vide Board resolution dated October 15, 2023.
Non-Executive	A Director not being an Executive Director or an Independent Director.

<b>Terms</b>	<b>Description</b>
Director	
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being Pawan Shubham & Co., Chartered Accountant
Person or 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.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	H.NO.46, Nikhil Nestles Jatkchedi, Hoshangabad Road, University (Bhopal), Huzur, Bhopal-462026, Madhya Pradesh India.
Reserve Bank of India/RBI	Reserve Bank of India constituted under the RBI Act
RoC / Registrar of Companies	Registrar of Companies, Gwalior, Madhya Pradesh located at 3 <sup>rd</sup> Floor, ‘A’ Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India.
Restated Financial Statements or Restated Financial Information or Financial Information	The Restated Financial Statements of our Company for the period ended July 19, 2023 and September 30, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, 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 (Foreign Venture Capital Investor) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended 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 Listing Regulations, 2015 / SEBI Listing Regulations / Listing	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.

<b>Terms</b>	<b>Description</b>
Regulations / SEBI (LODR) Regulations	
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
Stakeholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated October 15, 2023.
Stock Exchange	Unless the context requires otherwise, refers to Emerge platform of National Stock Exchange of India Limited.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Seema Verma, Yogendra Kumar Singh, Nisha Singh, Ajay Verma, Dinesh Kumar Tripathi, Munish Verma, Sanika Singh.

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgment Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.

Terms	Description
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Applications Supported by Blocked Amount ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Bidder	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
Banker to the Issue/ Public Issue Bank/ Refund Banker	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●].

<b>Terms</b>	<b>Description</b>
<b>Banker to the Issue Agreement</b>	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
<b>Basis of Allotment</b>	The basis on which the Equity Shares will be allotted, described in “ <i>Issue Procedure</i> ” on page 242 of this Draft Red Herring Prospectus.
<b>Bid</b>	An indication to make an issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
<b>Bidder</b>	Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
<b>Bid Amount</b>	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
<b>Bid cum Application Form</b>	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.
<b>Bid Lot</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
<b>Bid/ Issue Closing Date</b>	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in All editions of the English national newspaper [●], All editions of the Hindi national newspaper [●], and [●] edition of the Marathi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
<b>Bid/ Issue Opening Date</b>	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in All edition of the English national newspaper [●], All edition of the Hindi national newspaper [●], and [●] edition of the Marathi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
<b>Bid/ Issue Period</b>	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
<b>Bidding/Collection Centres</b>	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.

Terms	Description
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue, namely Unistone Capital Private Limited (“Unistone”)
Broker Centres	Broker centres 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 websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, <i>i.e.</i> ₹ [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into and amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. <i>CIR/CFD/POLICYCELL/11/2015</i> dated <i>November 10, 2015</i> , issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price, as finalized by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
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 Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange

<b>Terms</b>	<b>Description</b>
	( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
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 RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE).
DP	Depository Participant
DP ID	Depository Participant's Identity.
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated February 03, 2024, filed with SEBI and Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are issued and the size of the Issue, and includes any addenda or corrigenda thereto.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depositary participants.

Terms	Description
Escrow Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●].
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, <i>i.e.</i> , ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares.
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
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.
Fresh Issue	Fresh issue of up to 55,00,000 Equity Shares aggregating up to ₹ [●] lakhs to be issued by company pursuant to the Issue.
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, 2019, provided that any FII or QFI 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.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
General Information Document/GID	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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website

Terms	Description
	of the Stock Exchange and Book Running Lead Manager.
Gross Proceeds	The total Issue Proceeds to be raised pursuant to the Issue.
Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Issuing / IPO	The issuance of up to 55,00,000 Equity Shares at ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ [●] lakhs by our Company.
Issue Agreement	The Agreement dated February 03, 2024 entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 75 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, [●].
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker.
Market Maker Reservation Portion	The reserved portion up to [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this issue.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.

Terms	Description
Net Issue	The Issue (excluding the Market Maker Reservation Portion) up to [●] equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Net Issue Proceeds and Issue expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 75 of this Draft Red Herring Prospectus.
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs).
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible NRI, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended.
NSEIL/ NSE	National Stock Exchange of India Limited.
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
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.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Issue.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price.
	The Price Band and the minimum Bid Lot for the Issue will be decided by our

Terms	Description
	Company, in consultation with the Book Running Lead Manager, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of Madhya Pradesh where our registered office is located), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchange for the purpose of uploading on their website.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Issue being not more than [●] % of the Issue or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Issue, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Issue with whom the Refund Accounts will be opened, in this case being [●].
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated <i>October 04, 2012</i> , issued by SEBI.
Registrar/	Bigshare Services Private Limited having its office at S6-2, 6 <sup>th</sup> Floor, Pinnacle

<b>Terms</b>	<b>Description</b>
Registrar to the Issue/ RTA/ RTI	Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093, India.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations.
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the Issue being not less than [●] % of the Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System.
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
SME Exchange/ SME Platform	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Specified securities	The equity shares issued through this Offer Document.
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.

Terms	Description
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	[●]
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters and our Company.
UPI/ Unified Payments Interface	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 Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 200,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism
UPI ID	Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI

Terms	Description
	circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mandate Request	In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="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 Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue.
UPPIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

#### Technical and Industry Related Terms & Abbreviations

Terms	Full Form
BRRDA	Bihar Rural Roads Development Agency
BRPNL	Bihar Rajya Pul Nirman Nigam Limited
BSRDCL	Bihar State Road Development Corporation Limited
BRO	Border Roads Organisation

Terms	Full Form
CPI	Consumer Price Index
EPC	Engineering, procurement, and construction
IIP	Index of Industrial Production
MP PWD	Madhya Pradesh Public Work Department
MPIDCL	Madhya Pradesh Industrial Development Corporation Limited
MoSPI	Ministry of Statistics & Programme Implementation
MSRDC	Maharashtra State Road Development Corporation
NESIDS	Northeast Special Infrastructure Development Scheme
NIP	National Infrastructure Pipeline
NHARSS	National Highways Accident Relief Service Scheme
NHIDCL	National Highways & Infrastructure Development Corporation Ltd.
NHAI	National Highways Authority of India
MFC	multifunctional complexes
MSRDC	Maharashtra State Road Development Corporation
MoRTH	Ministry of Road Transport and Highways
MPRRDA	Madhya Pradesh Rural Roads Development Authority
MPPWD	Madhya Pradesh Public Works Department
PIUs	Project Implementing Units
PLI	production-linked incentives
PMDevINE	Prime Ministers Development Initiative for North-East
PWD Zone	Public Works Department
RTS	rooftop solar
SARDP-NE	Special Accelerated Road Development Programme

### Conventional and General Terms or Abbreviations

Abbreviation	Full Form
A/c	Account
Act/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
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
ACIT	Assistant Commissioner of Income Tax
AED	Emirati Dirham
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note

<b>Abbreviation</b>	<b>Full Form</b>
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COVID-19	Coronavirus disease
CS	Company Secretary
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
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
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy 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.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIIs	Financial Institutions
Foreign Portfolio Investor or FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product

<b>Abbreviation</b>	<b>Full Form</b>
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Issue
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
IT Authorities	Income Tax Authorities
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M.B.B.S	Bachelor of Medicine, Bachelor of Surgery
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
NA	Not Applicable
Net-worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NGN	Nigerian Naira
NPV	Net Present Value
NRI	Non-Resident Indians
Non-Residents	A person resident outside India, as defined under FEMA and includes non-resident Indians, FVCIs and FPIs
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 Red Herring Prospectus
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
P.A.	Per Annum

<b>Abbreviation</b>	<b>Full Form</b>
PF	Provident Fund
PG	Post-Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Quarter	A period of 3 (three) continuous months.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934.
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment).
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number

<b>Abbreviation</b>	<b>Full Form</b>
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
Tsh	Tanzanian shilling
UGX	Ugandan Shilling
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
-, ()	Represent outflow

Notwithstanding the following:

In the section titled “*Main Provisions of the Articles of Association*” beginning on page 280 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

In the section titled “*Financial Information*” beginning on page 169 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the Chapter titled “*Statement of Possible Special Tax Benefits*” beginning on page 89 of the Draft Red Herring Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

In the section titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 197 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

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

### **Certain Conventions**

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

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

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

### **Financial Data**

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in *“Risk Factors”*, *“Our Business”*, *“Management’s Discussion and Analysis of Financial Position and Results of Operations”* on pages 31, 104 and 197, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company, as at and for the period ended July 19, 2023 and September 30, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (the “Guidance Note”), comprising the restated statement of assets and liabilities as at the period ended July 19, 2023 and September 30, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement as at the period ended July 19, 2023 and September 30, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see *“Restated Financial Statements”* and *“Management’s Discussion and Analysis of Financial Position and Results of Operations”* on pages 169 and 197, respectively.

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

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 169 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 280 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

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

All references to:

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

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

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

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

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies, and assumptions may vary widely among different market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 81 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## **FORWARD LOOKING STATEMENTS**

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

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

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

1. We are highly dependent on Government Bodies for our Infrastructure Consultation Projects. Any failure to secure new tenders from this government bodies could adversely affect our business and revenue from operations.
2. Our revenue and earnings are dependent on the award of new contracts which we do not directly control.
3. We may not be able to realize the amounts reflected in our order book which may materially and adversely affect our business, prospects, reputation, profitability, cash flows, financial condition and results of operation.
4. We are responsible as a consultant for timely completion and performance standards of a project otherwise we could incur additional cost or loss in revenue and financial condition.
5. We maintain our workforce in alignment with current workloads and future projects. In the event that we do not secure future contract awards or experience delays in receiving them, it could result in incurring additional employee costs.
6. The contracts in our order book may be adjusted, cancelled or suspended by our clients and, therefore, our order book is not necessarily indicative of our future revenues or earnings
7. We have entered into joint venture arrangements or agreements or Memorandum of Understanding with third parties to complete Project advisory and consultancy services in the area of management, engineering, technical or industrial etc.
8. Our Restated Financial Statements are Prepared and Signed by the Peer Review Auditors who is not Statutory Auditors of our Company as required under the provisions of ICDR

9. A significant portion of our revenues are derived from a few geographical regions and any adverse developments affecting such regions could have an adverse effect on our business, cash flows, results of operation and financial condition.
10. We are involved in certain legal proceedings, which, if determined adversely, may affect our business and financial condition.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

## **SECTION II – SUMMARY OF OFFER DOCUMENT**

### **PRIMARY BUSINESS OF THE COMPANY**

We are an infrastructure consultancy company, and our core business is providing project management consultancy services which includes detailed project reports (DPRs), Supervision and quality control (SQC), and operation & maintenance (O & M) for Highways/Roads, Bridges, Tunnels, Buildings/Urban development. We undertake various project independently as well as through Joint ventures and MoUs with other players in this industry. As on date of the Draft Red Herring Prospectus, we cater to various state governments of Madhya Pradesh, Jammu & Kashmir, Bihar, Arunachal Pradesh, Jharkhand, Himachal Pradesh, Uttar Pradesh, Manipur, Nagaland, Maharashtra, Assam, Rajasthan, Uttarakhand and Haryana and central government and have completed total 127 projects out of which 115 projects are undertaken on an independent basis and 12 projects are undertaken through Joint ventures and MoUs. Currently, we have 46 on-going projects out of which 25 projects are being undertaken on an independent basis and 21 projects are being undertaken through Joint ventures and MoUs. We are a team of more than 300 qualified professionals, with experience ranging between 7 to 15+ years. In alignment with our business requirements, we also occasionally engage third-party service providers for specific contracts on need basis.

For detailed information on our business activities, please refer to section titled “*Our Business*” on page 104 of this Draft Red Herring Prospectus.

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

India’s high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

Infrastructure is a key enabler in helping India become a US \$26 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increase efficiency and costs.

The government’s focus on building infrastructure of the future has been evident given the slew of initiatives launched recently. The US\$ 1.3 trillion national master plan for infrastructure, Gati Shakti, has been a forerunner to bring about systemic and effective reforms in the sector, and has already shown a significant headway. Infrastructure support to nation’s manufacturers also remains one of the top agendas as it will significantly transform goods and exports movement making freight delivery effective and economical.

For further details, please refer to section titled “*Industry Overview*” on page 94 of this Draft Red Herring Prospectus.

### **NAME OF THE PROMOTERS**

The Promoters of our Company are Ajay Verma, Yogendra Kumar Singh, Nisha Singh and Seema Verma. For detailed information on our Promoters and Promoter Group, please refer to section titled “*Our Promoters and Promoter Group*” on page 161 of this Draft Red Herring Prospectus.

### **SIZE OF THE ISSUE**

Public issue up to 55,00,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●]/-per equity share including a share premium of ₹ [●]/- per equity share (the “**Issue Price**”) aggregating to ₹ [●] Lakhs (“**the Issue**”)

### **OBJECTS OF THE ISSUE**

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

Particulars	Total estimated cost	Amount to be funded from the Net Proceeds	Estimated utilization of Net Proceeds in FY 2024	Estimated utilization of Net Proceeds in FY 2025
Working Capital requirements	1935.00	1935.00	510.00	1425.00
General corporate purposes*	[●]	[●]	[●]	[●]

\* To be finalized upon determination of the issue price and updated in the prospectus prior to filing with the RoC. Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the issue.

For detailed information on the “Objects of the issue”, please refer on page 75 of this Draft Red Herring Prospectus.

### **AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY**

Aggregate Pre-Issue Shareholding of the Promoters & Promoter Group are as follows:

Particulars	Pre-Issue Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>		
Ajay Verma	21,52,700	17.00%
Yogendra Kumar Singh	32,64,000	25.77%
Seema Verma	40,81,500	32.23%
Nisha Singh	31,66,200	25.00%
<b>Total (A)</b>	<b>1,26,64,400</b>	<b>100.00%</b>
<b>Promoter Group</b>		
Munish Verma	100	0.00%
Sanika Singh	100	0.00%
<b>Total (B)</b>	<b>200</b>	<b>0.00%</b>
<b>Total (A+B)</b>	<b>1,26,64,600</b>	<b>100.00%</b>

For detailed information on the “Capital Structure”, please refer on page 65 of this Draft Red Herring Prospectus.

### **FINANCIAL DETAILS**

The table below sets forth a summary of the Restated Financial Statements for the period ended July 19, 2023, and September 30, 2023 and for the financial year March 31, 2023, 2022 and 2021:

Sr No.	Particulars	For the Period ended*	For the Period ended**	For the year ended on		
		Septemb er 30, 2023	July 19, 2023	March 31, 2023	March 31, 2022	March 31, 2021
		(Amount in Lakhs except per share data)				
1.	Share Capital	1,266.47	1,266.47	1,025.95	778.69	466.98
2.	Net worth	1,299.31	1,034.00	1,025.95	778.69	466.98
3.	Revenue from operations	923.41	556.25	3,441.88	2,581.16	2,173.06
4.	Profit After Tax	265.31	0.21	554.16	332.96	161.81
5.	Basic and Diluted	2.09	0.00	5.40	4.28	3.47

Sr No.	Particulars	For the Period ended*	For the Period ended**	For the year ended on		
		September 30, 2023	July 19, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Earnings Per Share						
6.	NAV per Equity Shares	10.26	10.00	10.00	10.00	10.00
7.	Total Borrowings (as per Restated)	363.57	312.62	225.91	186.91	172.73

\* Not annualised

\*\*w.e.f July 20, 2023, M/s Manglam Associates, partnership firm was converted into Public Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Manglam Infra & Engineering Limited

For detailed information on the “*Restated Financial Statements*”, please refer on page 169 of this Draft Red Herring Prospectus.

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

The Restated Financial Statements do not contain any qualifications that have not been given effect to.

## OUTSTANDING LITIGATIONS

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

(₹ in Lakhs)

Sr. No.	Outstanding Litigations	Number of Cases	Financial implications to the extent quantifiable (₹ in Lakhs)
1.	Filed against our Company	Nil	Nil
2.	Filed by our Company	Nil	Nil
3.	Filed against our Promoters	12*	0.58
4.	Filed by our Promoters	Nil	Nil
5.	Filed against our Directors	6*	0.006
6.	Filed by our Directors	Nil	Nil
7.	Filed against our Group Company	Nil	Nil
8.	Filed by our Group Company	Nil	Nil

\*Pending cases against Promoters and Directors are related to discrepancies in figure, entries, amount, claim, show cause notices etc. of income tax related which are unable to be quantified by the department unless the department has asked for any quantified demand notice.

For detailed information on the “*Outstanding Litigations*”, please refer to section titled “*Outstanding Litigations and Material Developments*” on page 208 of this Draft Red Herring Prospectus.

## 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 issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus.

## CONTINGENT LIABILITIES

There are no contingent liabilities of the Company for the period ended July 19, 2023, and September 30, 2023, and for the financial year March 31, 2023, March 31, 2022 and March 31, 2021

## **RELATED PARTY TRANSACTIONS**

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

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21	(₹ in Lakhs)
<b>Director Remuneration</b>						
Ajay Verma	-	-	8.00	10.00	6.00	
Seema Verma	-	-	8.00	10.00	6.00	
Nisha Singh	-	-	8.00	10.00	6.00	
Yogendra Kumar Singh	-	-	8.00	10.00	6.00	
	<b>-</b>	<b>-</b>	<b>32.00</b>	<b>40.00</b>	<b>24.00</b>	
<b>Interest Paid</b>						
Yogendra Singh HUF	-	-	2.02	2.55	2.19	
Ajay Verma	-	-	1.21	-	3.74	
Seema Verma	-	-	14.63	15.34	16.00	
Nisha Singh	-	-	8.14	6.63	15.26	
Yogendra Kumar Singh	-	-	9.11	9.75	7.83	
	<b>-</b>	<b>-</b>	<b>35.11</b>	<b>34.27</b>	<b>45.02</b>	
<b>Loans Repaid</b>						
Yogendra Singh HUF	30.27	-	-	-	-	
	<b>-</b>	<b>30.27</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Loans Taken</b>						
Yogendra Kumar Singh	26.50	-	-	-	-	
Yogendra Singh HUF	-	-	12.00	-	-	
	<b>26.50</b>	<b>-</b>	<b>12.00</b>	<b>-</b>	<b>-</b>	
<b>Balance repayable at year end</b>						
<b>Particulars</b>						
	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21	
Yogendra Kumar Singh	26.50	-	-	-	-	
Yogendra Singh HUF	-	-	30.27	16.45	14.16	
	<b>26.50</b>	<b>-</b>	<b>30.27</b>	<b>16.45</b>	<b>14.16</b>	

For detailed information on the related party transactions executed by our Company, please refer “Annexure V.25” under chapter titled “Restated Financial Statements” beginning on page 169 of this

## **FINANCING ARRANGEMENTS**

The Promoters, members of the Promoter Group, the directors of our Promoter Group entities, the Directors of the Issuer and their relatives have not financed, themselves or by any other Person, the purchase of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

### **Weighted average price**

Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year:

Sr. No	Name of Promoters	No. of Equity Shares acquired in the last one year from the date of this DRHP	Weighted Average Price* (in ₹ per equity share)
1.	Seema Verma	40,81,500	10
2.	Yogendra Kumar Singh	32,64,000	10
3.	Nisha Singh	31,66,200	10
4.	Ajay Verma	21,52,700	10

\*As certified by M/s Pawan Shubham & Co., Chartered Accountants, Peer Review Auditor by way of their certificate dated December 14, 2023.

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

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

Sr. No	Name of Promoters	No. of Equity Shares <sup>#</sup>	Average cost of Acquisition Price* (in ₹ per equity share)
1.	Seema Verma	40,81,500	10
2.	Yogendra Kumar Singh	32,64,000	10
3.	Nisha Singh	31,66,200	10
4.	Ajay Verma	21,52,700	10

\*As certified by M/s Pawan Shubham & Co., Chartered Accountants, Peer Review Auditor by way of their certificate dated December 14, 2023.

<sup>#</sup>Equity Shares allotted pursuant to conversion of M/s Manglam Associates, a partnership firm into the Company under part I (Chapter XXI) of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹ 10/- each fully paid up, at par against the outstanding credit balance of respective Partner's Capital Account.

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

Except mentioned below, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing the Draft Red Herring Prospectus.

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
July 20, 2023 (On Incorporation)	1,26,64,700	10	10	Other than Cash	Subscription to MOA pursuant to conversion of Partnership Firm*	1,26,64,700	1,26,64,700

\*Equity Shares allotted pursuant to conversion of M/s. Manglam Associates; a Partnership Firm into the Company under Part I of Chapter XXI of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹ 10/- each fully paid up, at par against the outstanding credit balance of respective Partner's Capital Account.

## SPLIT / CONSOLIDATION

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Draft Red Herring Prospectus except as mentioned in the Chapter titled “*Capital Structure*” on page 65 of this Draft Red Herring Prospectus.

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

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

### **SECTION III – RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 104 and 197, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. 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.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

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

#### **Internal Risk Factors**

- 1. We are highly dependent on Government Bodies for our Infrastructure Consultation Projects. Any failure to secure new tenders from this government bodies could adversely affect our business and revenue from operations.**

We are primarily engaged in providing infrastructure consultancy services to various government bodies. Currently, all our revenue is derived from government clients, thereby, implying our heavy reliance on infrastructure consultancy services business as a major revenue stream from government bodies. Consequently, any failure to consistently secure government-awarded projects may have adverse implications on our financial performance. Several factors may influence our ability to secure future contracts from government bodies, including changes in government and its policies, reductions in infrastructure-related expenditures, as well as increased competition from both new and established market participants.

Despite the abovementioned constraints, our track record of work experience and consistently providing quality work has enabled us to secure projects from government clients on regular basis. We are confident in our capacity to compete with new and existing market players when it comes to securing new projects from government bodies. We can leverage our track record, extensive experience, and competitive advantages within the infrastructure consultancy industry. Nevertheless, there can be no absolute certainty that we will continue to secure government projects in future.

**2. Our revenue and earnings are dependent on the award of new contracts which we do not directly control.**

A substantial portion of our revenue is generated from award of projects, generally obtained through a bidding process. The timing of when project awards will be made is unpredictable and outside of our control. We operate in highly competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a wide variety of factors including work order conditions, financing contingencies, environmental conditions and overall market and economic conditions. Because a significant portion of our revenue is generated from award of projects, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when project awards occur and the commencement and progress of work under such awarded contracts. As a result, we are subject to the risk of losing new awards to competitors or the risk that revenue may not be derived from awarded projects as quickly as anticipated.

**3. We may not be able to realize the amounts reflected in our order book, timely completion and performance standards of a project which may materially and adversely affect our financial condition and results of operation.**

As on December 31, 2023, our Company's order book size was approx. ₹ 8858.83 Lakhs. Future revenue related to the performance of projects in the order book may not be realized and although the projects in the order book represent business that is considered firm, cancellations or scope or schedule adjustments may occur. We may also encounter problems executing the project as ordered or executing it on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone a project or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions, right-of-way, COVID-19 related difficulties and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of projects, resulting from our clients' discretion or problems we encounter in project execution or reasons outside our control or the control of our clients, we cannot predict with certainty when, if or to what extent a project forming part of our order book will be performed. Delays in the completion of a project can lead to clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such project. Even relatively short delays or surmountable difficulties in the execution of a project could result in our failure to receive, on a timely basis or at all, the payments due to us from under a work contract. Any delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default in regard to our order book projects or disputes with clients in respect of any of the foregoing, could adversely affect our cash flow position, revenues and earnings.

We may also be responsible for the performance standards of project. We may also assume a project's technical risk, which means that we may have to satisfy certain technical requirements of the project despite the fact that at the time of project award, we may not have previously developed or applied the system or technology in question. If we subsequently fail to complete the project as scheduled, or if the project subsequently fails to meet the requisite performance standards, we may be held responsible for cost impacts to the client resulting from any delay or the cost to cause the project to achieve the performance standards, generally in the form of contractually agreed upon loss of revenue.

**4. We maintain our workforce in alignment with current workloads and future projects. In the event that we do not secure future contract awards or experience delays in receiving them, it could result in incurring additional employee costs.**

Our projection of future performance depends on several factors, with a primary focus on the timing and acquisition of new contract awards, as well as the efficient utilization of our workforce. The rate at which we deploy our workforce is influenced by a multitude of variables, including our ability to manage attrition, accurately forecast our service requirements to maintain an appropriately sized workforce, our ability to transition employees from completed projects to new projects or between internal business groups, and our need to devote resources to non-chargeable activities such as training. While our

estimates are based upon our good faith judgment, these estimates are not relied upon and may frequently change based on uncontrollable/unforeseeable circumstances.

Although our estimates are grounded in our sincere judgment, they can be subject to unreliability and frequent adjustments as new information becomes available. Inefficient resource utilization on our part has the potential to only additional employee cost and no other impact.

**5. *The contracts in our order book may be adjusted, cancelled or suspended by our clients and, therefore, our order book is not necessarily indicative of our future revenues or earnings.***

As of December 31, 2023, our order book for our consultancy services business was approximately ₹ 8858.83 Lakhs. There can be no assurance that our order book will actually be realized as revenues or, if realized, will result in profits. As on date of this Draft Red herring Prospectus, in past there were contracts which were extended by the authorities but there are no cancellation, termination or suspension of any contracts but there may be chances of cancellation, termination or suspension at the discretion of the client at any stage of the contract. Our order book includes expected revenues for awarded contracts that are based on estimates that same will be completed on time. The risk of contracts in order book being cancelled or suspended generally increases during periods of widespread economic slowdowns. Any delay or cancellation could adversely affect our cash flow position, revenues and/or profitability.

**6. *We have entered into joint venture arrangements or agreements or Memorandum of Understanding or Power of attorney with third parties to complete infrastructure consultancy services***

As part of our business model, we enter into joint venture (JV) arrangements or agreements / Memorandum of Understanding (MoU) or Power of attorney (POA) with Associate Partner to complete Detailed Project Report, Supervision Quality Control and Operation & Maintenance falling under various categories of Infrastructure consultancy services. Since inception of our Company (erstwhile known as Manglam Associates), we have entered into joint ventures arrangements / agreements or Memorandum of understanding or POA with third parties. However, in some of the agreements financial terms and conditions are not mentioned in which terms are decided verbally.

We may continue to enter joint venture or similar arrangements with third parties. We need the cooperation and consent of our joint partners or associate partners in connection with the operations of our joint venture, which may not always be forthcoming, and we may not always be successful at managing our relationships with such partners. There are certain risks associated in operating with joint partners, including the risk that our joint partners may have economic or business interests or goals that are inconsistent with our interests and goals; exercise veto rights in relation to our proposals in respect of joint venture operations and future financing requirements; be unable or unwilling to fulfil their obligations and have disputes with us or terminate such agreements; take actions contrary to our instructions or requests or contrary to a joint venture agreement; take actions that are not acceptable to regulatory authorities; or experience financial or other difficulties. Further, disputes that may arise between us may cause delay in completion, suspension or complete abandonment of a project, which may adversely affect our business, financial condition and results of operations.

**7. *A significant portion of our revenues are derived from a few geographical regions and any adverse developments affecting such regions could have an adverse effect on our business, cash flows, results of operation and financial condition.***

A significant portion of our revenue from operations are derived from our services offered to clients concentrated in Madhya Pradesh. For the period ended September 30, 2023, and for the Fiscals 2023, 2022 and 2021, our revenue generated from operations in Madhya Pradesh was ₹ 467.45 Lakhs, ₹ 1344.77 Lakhs, ₹762.83 Lakhs and ₹ 858.00 Lakhs, respectively, which represented 31.59% and 39.07%, 29.55%, and 39.48% of our revenue from operations for such periods. Any decrease in revenue from operations, including due to increased competition or supply, or reduction in demand, or our inability to extend or renew subsisting contracts at commercially viable terms, may have an adverse

effect on our business, cash flows, results of operation and financial condition. Further, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting these geographical regions may adversely affect our business. Additionally, changes in the policies of the state or local governments of these regions may require us to change our business strategy. We cannot assure you that we will be able to address our reliance on these few geographical regions, in the future.

Our client base reflects concentration in north, east and west region of India and majority of our revenue is generated from the clientele within Madhya Pradesh, Nagaland, Bihar and Maharashtra. This limits our scope of expertise and experience at national level and our competitors who have a pan-India presence will have exposure to wider spectrum of clientele and experience. This might give them edge over our services in terms of proficiency and ability to cater to wider range of customers.

Expanding business in southern region of India will involve change in compliances due to difference in governing local and municipal laws, language differences, recruitment of human resources and their training etc. These activities add financial obligation on an enterprise and the success is largely dependent on market acceptance in a particular region. Our inability to effectively manage expanded operations or pursue growth strategy may lead to operational and financial inefficiencies, which could have a material adverse effect on our business prospects, financial condition and results of operations.

**8. *Our Restated Financial Statements are Prepared and Signed by the Peer Review Auditors who is not Statutory Auditors of our Company as required under the provisions of ICDR:***

Our Restated Financial Statements are prepared and signed by M/s. Pawan Shubham & Co., the Peer Review Auditor who is not the Statutory Auditor of the company. As per the requirement of clause (11)(A)(e) of Schedule VI of SEBI ICDR 2018, the last Audited Balance sheet of March 31, 2023, and for the period ended July 19, 2023 and September 30, 2023, was re-audited by the Peer Review Auditor. The Company will appoint the Chartered Accountant holding Peer Review Certificate as Statutory Auditor in the Annual General Meeting of the Company.

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

Our company's net working capital consisted of ₹ (19.54) lakhs, ₹ 125.95 lakhs, ₹ 462.08 lakhs, ₹ 372.85 lakhs and ₹ 686.99 lakhs for the financial year ended 2021, 2022 and 2023 and for the period ended July 19, 2023 and September 30, 2023 respectively. The net working capital requirement for the financial year 2024 and 2025 are projected to be ₹ 510.00 lakhs and ₹ 1425.00 lakhs. A significant portion of our working capital is utilized towards trade payables and trade receivables. Summary of our working capital position is given below:

Particulars	(₹ in lakhs)							
	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	FY 2023-24 (Upto July 19, 2023)	FY 2023- 24 (From July 20, 2023 to September 30, 2023)	As at March 31, 2024	As at March 31, 2025	
<b><i>Current Assets</i></b>								
Trade Receivables	323.38	312.83	949.67	743.12	1,329.34	1,131.58	1,222.10	
Cash and Cash Equivalents	2.80	11.83	2.27	4.35	5.70	34.90	92.18	
Short term Loans and advances*	2.50	24.05	1.50	3.14	10.41	555.58	1,484.56	
Other Current Assets	349.66	381.08	288.06	323.34	412.00	226.50	256.15	
<b>Total current assets (A)</b>	<b>678.34</b>	<b>729.79</b>	<b>1,241.50</b>	<b>1,073.95</b>	<b>1,757.45</b>	<b>1,948.56</b>	<b>3,054.99</b>	

Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	FY 2023-24 (Upto July 19, 2023)	FY 2023- 24 (From July 20, 2023 to September 30, 2023)	As at March 31, 2024	As at March 31, 2025
<b><i>Current Liabilities</i></b>							
Trade payables	418.65	344.86	276.77	283.58	488.44	268.89	322.67
Other current liabilities	212.71	124.44	280.18	194.53	255.44	63.64	76.37
Short term provisions	66.52	134.54	222.47	222.99	326.58	-	-
<b>Total current liabilities (B)</b>	<b>697.88</b>	<b>603.84</b>	<b>779.42</b>	<b>701.10</b>	<b>1,070.46</b>	<b>332.53</b>	<b>399.04</b>
<b>Net working capital (A-B)</b>	<b>(19.54)</b>	<b>125.95</b>	<b>462.08</b>	<b>372.85</b>	<b>686.99</b>	<b>1,616.03</b>	<b>2,655.95</b>
<b><i>Source of funds</i></b>							
Internal accruals and Borrowings	-	125.95	462.08	372.85	686.99	1,106.03	1,230.95
Amount proposed to be utilized from Net Proceeds	-	-	-	-	-	510.00	1425.00

\* Reason for increase in Short Term Loans & Advances in FY 2024 and FY 2025 as compared to FY 2021, 2022, 2023 and for the period from April 1, 2023 to July 19, 2023 and from July 20, 2023 to September 30, 2023 is on account on company's strategy to bid for larger projects going forward and all Independent as Lead Partner, as against company's current strategy to bid for smaller projects through Joint Venture. In the coming years, the Company plans to aggressively bid for more larger contracts on an independent basis. Typically, a contract is for on an average 36 - 48 months. In every contract, the Company has to initially work for 3 - 5 months with nominal / no fees during the period of mobilization. However, company has to keep paying salaries to employees, fees to professionals, rent and vehicle hiring & office running cost etc. After the first 3 - 5 months, the Company starts getting some fees (equivalent to monthly expenses) from clients on a regular basis.

Our business requires funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled "Objects of the Issue" beginning on page 65 of this Draft Red Herring Prospectus.

#### **10. Our ability to attract, train and retain executives and other qualified employees is critical to our business, results of operations and future growth.**

Our business and future growth is substantially dependent on the continued services and performance of our key executives, senior management and skilled personnel, especially personnel with experience in our industry. In particular, our Managing Director, Ajay Verma & Chairman and Executive Director, Yogendra Kumar Singh and our senior management are critical to the overall management of our Company. Their inputs and experience are also valuable for our business, our work culture and the strategic direction taken by our Company. Further, our consultancy business depends upon our employees for its successful execution. Our skilled professional team has been with us for more than 7 years; however, any of them may choose to terminate their employment with us at any time. We cannot assure you that we will be able to retain these employees or find equally qualified and experienced replacements in a timely manner, or at all.

The specialized skills we require for our consultancy services, can be difficult and time-consuming to acquire and/or develop and, as a result, such skilled personnel are often in short supply. Further, we depend on the management skills, guidance and industry contacts of our Key Managerial Personnel for our current operations, development of business strategy and for monitoring its successful implementation and meeting future challenges. We may require a long period of time to hire and train replaced personnel when skilled personnel terminate their employment with our Company. Our ability to compete effectively depends on our ability to attract new employees and to retain and motivate our

existing employees. We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we do not succeed in attracting well-qualified employees or retaining or motivating existing employees, our business and prospects for growth could be adversely affected.

***11. Our Company has provided corporate guarantee of one of the property of our company to one of our promoter group entity.***

One of the entities within our promoter group, namely Presvels Private Limited (PPL), had availed Cash Credit Hypothecation (CCH), Term loan, and non-fund based (NFB)/Inland Letter of Credit (ILC) limits from a bank as of March 15, 2023. Our company had provided a corporate guarantee for one of our property, which is located at House no. 46, Nikhil Nestles Campus, Village Jethkhedi, Hoshangabad Road, Municipal Ward No. 54, Bhopal, India. In the event that PPL is unable to repay the loan within the stipulated timeframe, our company is obligated to fulfil the repayment. Any future failure by PPL to repay the loan could have a detrimental impact on our business. Such a situation could result in adverse consequences for our business operations, financial stability, and overall operational results.

At the time of providing this guarantee, our company operated as a partnership firm. Subsequently, following the conversion process from a partnership firm to a public limited company, our company applied for the release of a guarantee on October 30, 2023. However, as of the date of the Draft Red Herring Prospectus, the guarantee has not been released. If guarantee is not released, it will attract the provision of Section 185 of the Companies Act, 2013. Notably, the company has not filed Form MGT-14 and Form CHG-1 in connection with this matter. While there has been no regulatory action or imposition of penalties on the company for the default thus far, there is no certainty that similar regulatory actions or penalties will not be imposed in the future.

***12. Our Promoters, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred, remuneration or other benefits received.***

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered into between our company and themselves as well as between our company and our promoter group entities. For further details, please refer to the chapters titled “*Our Business*” and “*Our Promoters and Promoter Group*”, beginning on page 104 and 161 respectively and the chapter titled “*Annexure V.25- Related Party Transactions*” of restated financials under chapter titled “*Restated Financial Statements*” beginning on page 169 of this Draft Red Herring Prospectus.

***13. We execute certain of our projects through unincorporated joint ventures.***

Some of our projects are being executed through unincorporated joint ventures with other companies. These unincorporated joint ventures are not separate legal entities and liabilities incurred by such unincorporated joint ventures would be shared jointly and severally by the members of such joint venture entities. While cross indemnification is usually available between the joint venture members, we could be exposed to liabilities arising out of defaults by our joint venture member.

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

We have entered into certain transactions with related parties and may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to

*“Annexure V.25 - Related Party Transactions”* of restated financials under section titled “*Financial Information*” on page 169 of this Draft Red Herring Prospectus.

**15. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.**

Our Company has been incorporated pursuant to the conversion of the erstwhile Partnership firm under Part I Chapter XXI of the Companies Act, 2013 on July 20, 2023. Prior to conversion, the provisions of the Companies Act were not applicable to us. However, consequent to the aforesaid conversion, our Company is compliant with various provisions of the Companies Act, 2013. Though our Company will endeavour to take all possible steps to comply with the provisions of the Companies Act, 2013 but in case of our inability to do so or in case of any delay, we may be subject to penal action from the appropriate authorities which may have an adverse effect on our financial and operational performance and reputation.

**16. Our Promoter and Whole time Director were Promoter and Director in Millennium Bottlers and Distillers Private Limited, which has been struck-off by the Registrar of Companies.**

Our Promoter and Whole Time Director i.e Yogendra Kumar Singh, was Promoters and Directors in Millennium Bottlers and Distillers Private Limited. The said company was struck-off with effect from September 04, 2018, in terms of section 248(5) of Companies Act, 2013 and rule 9 of the Companies (Removal of names of Companies from the Register of Companies) Rules, 2016, by the Registrar of Companies, Patna vide Notice No- ROC cum OL/Patna/248(5)/STK-7, dated September 04, 2018. Millennium Bottlers and Distillers Private Limited was established with the objective of engaging in the manufacturing, bottling, distilling, brewing, marketing, and trading of Indian made foreign liquors and other liquors, along with other related activities. However, the company has not commenced its business activities as the government has prohibited such operations in Bihar, preventing the pursuit of these activities. The company was struck off as it had not been carrying on any business or operation for a period of two immediately preceding financial years and have not made any application within such period for obtaining the status of dormant company under Section 455 of the Companies Act. There has been no impact on the business of our Company due to strike off of a company in which our Promoter and Whole-time director, as mentioned above was Promoter and Director.

**17. There have been some instances of delayed /non filing in the past with the Registrar of Companies which may attract penalties.**

There have been some instances of delayed filing in the past with the Registrar of Companies of Form MGT-14, Form ADT-1 and Form CHG-1 with additional fees which may attract penalties.

Our company was incorporated out of conversion of M/s Manglam Associates (the erstwhile Partnership Firm) on July 20, 2023. The erstwhile partnership firm had purchased some vehicles on which there was no charge has been created as that was not required under any provision/law of Partnership firm. However, on conversion of the erstwhile partnership firm into our company, we have not filed any CHG-1 of assets/vehicle that was purchased in the name of erstwhile Partnership firm. The Hypothecation was created by the lender in their name on due dates. Further they have also provided their necessary NOC for at the time of conversion of partnership firm. Although, no regulatory action or penalty has been taken/ levied on the Company for such delays/ defaults, however, it cannot be assured that no such regulatory action or penalty will be taken/ levied in the future. Further, we cannot assure you that such non-compliances will not occur in the future. Therefore, if the concerned authorities impose monetary penalties on us or take certain punitive actions against our Company or its directors / officers in relation to the same, our business and financial condition could be adversely affected.

**18. Our Promoters and Promoter Group will be able to exercise significant influence and control over our operations after the issue and may have interests that are different from those of our other shareholders.**

As of the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group collectively hold 100% of our issued and outstanding equity share capital. Post the issue, our Promoters and Promoter Group will continue to hold [●] % of our issued and outstanding Equity Share capital. By virtue of their shareholding, our Promoters and Promoter Group will have the ability to exercise significant control and influence over our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, issuance of sweat equity shares or employee stock options, issuance of fresh shares, change in registered office, change in share capital including reduction in share capital, buy-back of shares, appointment or re-appointment of auditor, re-appointment of independent director, the approval of a merger, amalgamation or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters and Promoter Group may be different from or conflict with the interests of our other shareholders and their influence may result in change of our management or in our control, even if such a transaction may not be beneficial to our other shareholders.

***19. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***20. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international companies. We foresee this competition from organized and unorganized players to continue to grow as the demand. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

***21. We rely on the softwares and technologies which we are using, for our operations and its reliability and functionality is critical to our business success.***

We are engaged into the services of complete Detailed Project Report, Supervision Quality Control and Operation & Maintenance falling under various categories of Infrastructure Sectors and we are using the softwares, technologies and applications to make projects successful. It may be possible to make changes in softwares, technologies and applications after a period due to technological advancements, data security which may cause increment in cost for adequate changes in softwares, technologies and applications.

***22. We are involved in certain legal proceedings, which, if determined adversely, may affect our business and financial condition.***

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

Sr. No.	<b>Outstanding Litigations</b>	<b>Number of Cases</b>	<b>Financial implications to the extent quantifiable</b>
1.	Filed against our Company	Nil	Nil
2.	Filed by our Company	Nil	Nil
3.	Filed against our Promoters	12*	0.58
4.	Filed by our Promoters	Nil	Nil
5.	Filed against our Directors	6*	0.01
6.	Filed by our Directors	Nil	Nil
7.	Filed against our Group Company	Nil	Nil
8.	Filed by our Group Company	Nil	Nil

\*Pending cases against Promoters and Directors are related to discrepancies in figure, entries, amount, claim, show cause notices etc. of income tax related which are unable to be quantified by the department unless the department has asked for any quantified demand notice.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details pertaining to outstanding litigations, kindly refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 208 of this draft red herring prospectus.

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

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

**24. Our Company has unsecured loans with a total outstanding amount of ₹ 137.47 lakhs as of September 30, 2023, that may be recalled by the lenders at any time.**

Our Company has currently availed certain unsecured loans. The total outstanding amount of the unsecured loan as of September 30, 2023, was ₹ 137.47 lakhs. These loans may be recalled by the lenders at any time. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details of these unsecured loans, please refer to Chapter titled “*Restated Financial Statements*” beginning on page 147 of this Draft Red Herring Prospectus.

**25. Our success depends heavily upon our management team, Key managerial personnel and skilled manpower. Our inability to attract and retain key personnel or loss of services of our key personnel may have an adverse effect on our business prospects.**

Our management team, key managerial personnel and skilled manpower have significantly contributed to the growth of our business, and our future success is dependent on their continued services. An inability to retain any key personnel may have an adverse effect on our business operations. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow our operations. In the future, we may also not be able to compete with other companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of

the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects. For further details, please refer chapter titled “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on page 161 & 143 of this Prospectus .

**26. If we fail to obtain, maintain or renew the statutory and regulatory licenses, permits and approvals required for our business and operations, our business, results of operations, financial condition and cash flows may be adversely affected.**

We are required to obtain and maintain certain statutory and regulatory permission and approvals under central, state and local government rules in India, generally for carrying out our business. Further, we require registration under the Shops and Commercial Establishments Act, 1958 for our branch office which is situated at Gurgaon. Our Company has applied for Shops & Establishment License of branch Office. For details of applicable regulations and approvals relating to our business and operations, see “*Key Industry Regulations and Policies*” and “*Government and Other Key Approvals*” on pages 125 and 212, respectively. Some of these approvals are granted for a limited duration and require renewal. The approvals required by us are subject to certain conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business, results of operations, financial condition and cash flows.

If we fail to obtain such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations, financial condition and cash flows may be adversely affected. There can be no assurance that the relevant authorities will issue such approvals, licenses, registrations and permissions in the timeframe anticipated by us or at all.

**27. We presently do not own the trademark or logo under which we currently operate and if third parties infringe the trademark, logo and intellectual property that we use, our business and reputation would be adversely affected.**

As on date of Draft Red Herring Prospectus, our Company has submitted 8 trademark registration

applications for “Manglam Infra & Engineering” and “” under Class 35, 36, 37 and 42 in accordance with the Trademarks Act, 1999. Each class has made two applications, one for the wordmark and another for the logo. Currently, there are pending applications to register our wordmark and logo in the name of the Company with trademark authority. Among these, 4 applications for logo are marked for exam, 3 applications for wordmark are accepted & advertised and 1 application for wordmark is objected. Hence as on date of DRHP, we do not enjoy the statutory protections accorded to registered logo and wordmark. For further details, please see “*Government and Other Key Approvals*” beginning on page 212 of this Draft Red Herring Prospectus.

With respect to our trademark that have been under objection, we cannot assure you that we will be successful in removing the objections or contend the opposition. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.

While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur

significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company, pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

**28. We have issued Equity Shares during the last one year at a price that may be below the Issue Price.**

During the last one year we have issued Equity Shares at a price that may be lower than the Issue Price:

Date of transaction	No. of shares purchased / sold	Face Value (in ₹)	Issue price (in ₹)	Nature of allotment
July 20, 2023 (Upon Incorporation)	1,26,64,700	10	10	Subscription to MOA pursuant conversion of Partnership Firm

For further details, please refer to the chapters “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

**29. We do not own the premises in which our Corporate Office is located and the same is on lease arrangement. Any termination of such lease / license and / or non-renewal thereof could adversely affect our operations.**

We do not own our Corporate Office premise situated at E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India and is on rental basis taken on rent basis from Sunita Chaudhry from January 1, 2024 to November 30, 2024. We cannot assure you that we will be able to renew our rented premises on commercially acceptable terms or at all. We also cannot assure you that we will be permitted to use our rented property on a continuous basis. If we are required to vacate the aforementioned premises, we would be required to make new arrangements for our corporate office and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

**30. There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities.**

In the past, our company has at several instances, delayed in filing our TDS and Income Tax returns, GST returns. Additionally, there have been instances of non-compliance in filing of EPF & ESIC returns and making corresponding payments up to present date. Consequently, we have incurred late filing fees and interest charges due to the delayed deposit of taxes and statutory dues. If we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company till date, in respect of above. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Financial Information*” beginning on page 169 of this Draft Red Herring Prospectus.

**31. Our Company’s management will have flexibility in utilizing the net proceeds from the issue and the deployment of the net proceeds from the issue is not subject to any monitoring by any independent agency.**

Our Company intends to primarily use the net proceeds towards working capital requirement and for general corporate purposes as mentioned in “Objects of the Issue” on page 75 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the issue size is not in excess of ₹ 10,000 lakhs. The management of our company will have discretion to use the net proceeds from the issue, and investors will be relying on the judgment of our Company’s management regarding the application of the net proceeds from the issue. Our company may have to revise its management estimates from time to time and consequently its requirements may change.

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

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

***32. Our Promoters and Directors have interests in entities, which are in businesses similar or same to ours and this may result in potential conflict of interest with us.***

There may be, certain transactions between our company and our promoters or promoter group entities i.e Avys Engineering Private Limited and Architecturne Atel'ie Art Plyus, in the ordinary course of business and at arms’ length price in the interests of our Company and in compliance with the companies act and other applicable laws. However, a potential conflict of interest may occur between our promoters, directors, and promoter group entities due to having similar or same line of business. For further details, please see “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 143 and 161, respectively of this draft red herring prospectus. Our promoters and directors, and their related entity may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

***33. We have certain amount of outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.***

As on September 30, 2023, our long-term borrowings were ₹ 156.36 lakhs & short-term borrowings were ₹ 207.21 lakhs and as per our business requirements, we will continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- limiting our ability to borrow additional amounts in the future.
- increasing our finance costs.
- increasing our vulnerability to general adverse economic, industry and competitive conditions; and
- affecting our capital adequacy requirements.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. For further details of our Company’s borrowings, see “*Financial Indebtedness*” on page 205 of Draft Red Herring Prospectus.

***34. Our insurance coverage may not adequately protect us against potential risk, and this may have a material adverse effect on our business.***

We maintain insurance coverage for key risks relating to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption.

***35. We have not independently verified certain data in this Draft Red Herring Prospectus***

We have not independently verified data from the industry and related data contained in this Draft Red Herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled. Therefore, discussions of matters relating to India, its economy or the industry in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

**38. *The Equity Shares have never been publicly traded, and, after the issue, the equity shares may experience price and volume fluctuations, and an active trading market for the equity shares may not develop. Further, the price of the equity shares may be volatile, and you may be unable to resell the equity shares at or above the issue price, or at all.***

Prior to the issue, there has been no public market for the equity shares, and an active trading market on the stock exchange may not develop or be sustained after the issue. Listing and quotation does not guarantee that a market for the equity shares will develop. The issue price of the equity shares is proposed to be determined through a book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the equity shares at the time of commencement of trading of the equity shares or at any time thereafter. The market price of the equity shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

The trading volume and market price of the equity shares may be volatile following the issue.

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

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

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

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

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us

of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

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

***41. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

The Equity Shares will be listed on the Stock Exchange. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchange. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately second Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchange. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

***42. Any future issuance of Equity Shares may dilute the shareholding of the Investor, or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "*Capital Structure*" beginning on page 65 of this Draft Red Herring Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

**External Risk Factors**

**43. Our revenue of operation is from India, we are subject to economic, political and market conditions in India, many of which are beyond our control.**

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in India, and all of our business and our personnel are located in India. Consequently, our business, results of operations, financial condition and cash flows will be affected by a number of macroeconomic and demographic factors in India which are beyond our control. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighboring countries;

In particular, our total income and profitability are correlated to consumer discretionary spending in India, which is influenced by general economic conditions, salaries, employment levels and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, rising interest rates or other industry-wide cost pressures could also affect consumer behavior and spending for consumer products and lead to a decline in our total income and profitability. While our results may not necessarily track India's economic growth figures, the Indian economy's performance affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, financial condition, cash flows and the price of the Equity Shares.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Europe and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. For example, the full-scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and

other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

***45. Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.***

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. It is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

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

The Articles of Association, the composition of our Board and other aspects of our corporate affairs, including the validity of corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights, are governed by Indian laws and may differ from companies in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

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

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of Equity Shares at a premium to the market price or would otherwise be beneficial to the shareholders. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

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

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹ 1 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020, and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

**51. QIBs and NIBs are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing date.**

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIBs can revise or withdraw their Bids at any time during the Bid/Issue Period and until the Bid/Issue Closing Date, but not thereafter. While our Company is required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchange where such Equity Shares are proposed to be listed, including Allotment pursuant to the Issue, within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or cause the trading price of our Equity Shares to decline on listing. QIBs and NIBs will therefore not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

**SECTION IV: INTRODUCTION  
THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Fresh Issue of Equity Shares by our Company (1)(2)	Up to 55,00,000 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>The Issue consist of:</i></b>	
Market Maker Reservation Portion	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹[●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Net Issue to the Public	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>of which</i></b>	
<b>A. QIB portion<sup>(3)</sup></b>	Not more than [●] Equity Shares
<b><i>of which</i></b>	
(a) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b><i>of which</i></b>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non – institutional portion</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Retail portion</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>Pre and Post Issue Share Capital of our Company</b>	
Equity Shares outstanding prior to the Issue	1,26,64,700 Equity Shares having face value of ₹10 per Equity Share
Equity Shares outstanding after the Issue	Up to [●] Equity Shares having face value of ₹10 per Equity Share
Objects of the Issue	Please refer Section titled “ <i>Objects of the Issue</i> ” on page 75 of this Draft Red Herring Prospectus.
<p>(1) <i>Public issue of up to 55,00,000 Equity Shares face value of ₹10 each for cash at a price of ₹ [●] including premium of ₹ [●] per Equity Share of our Company aggregating to ₹ [●]. This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Issue Structure” beginning on page 237 of this Draft Red Herring Prospectus. The Issue has been authorised by a resolution of our Board dated October 16, 2023. Our Shareholders have authorised the Issue pursuant to a special resolution dated November 10, 2023.</i></p> <p>(2) <i>Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Issue Procedure” on page 242.</i></p>	

- (3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

For further details regarding the Issue Structure and Procedure, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 237 and 242 respectively of this Draft Red Herring Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**  
**Restated Statement of Assets and Liabilities**

(₹ in Lakhs)

Particulars		Note No.	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. EQUITY AND LIABILITIES</b>	<b>Shareholders' funds</b>	V. 1 V. 2	1,266.47	1,266.47	1,025.95	778.69	466.98
	(a) Share capital		32.84	(232.47)	-	-	-
	(b) Reserves and surplus						
	<b>Non current liabilities</b>	V. 3 V. 4	156.36	152.88	31.47	36.26	38.71
	(a) Long term borrowings		75.09	79.55	72.85	103.88	57.25
	(b) Non current liability						
	<b>Current liabilities</b>	V. 5 V. 6	231.45	232.43	104.32	140.14	95.96
	(a) Short term borrowings		207.21	159.74	194.44	150.65	134.02
	(b) Trade payables		-	-	-	-	-
	-Total outstanding dues of micro and small enterprises						
	-Total outstanding dues of creditors other than micro and small enterprises		488.44	283.58	276.77	344.86	418.65
<b>II. ASSETS</b>	(c) Other current liabilities	V. 7 V. 8	255.44	194.53	280.18	124.44	212.71
	(d) Short term provisions		326.58	222.99	222.47	134.54	66.53
	<b>Total</b>		<b>1,277.67</b>	<b>860.84</b>	<b>973.86</b>	<b>754.49</b>	<b>831.91</b>
			<b>2,808.43</b>	<b>2,127.27</b>	<b>2,104.13</b>	<b>1,673.32</b>	<b>1,394.85</b>
	<b>Non current assets</b>	V. 9					
	(a) Property, Plant and Equipment and Intangible assets		510.24	508.72	362.14	310.00	135.32
	- Property, Plant and Equipment		-	-	-	-	-
	- Intangible assets		59.91	45.04	36.06	-	-
	- Capital work-in-progress						
	(b) Deferred Tax Assets (Net)	V. 10 V. 11	18.23	17.28	16.85	9.93	6.64
	(c) Other Non Current Assets		462.60	482.28	447.58	623.60	574.55
			<b>1,050.98</b>	<b>1,053.32</b>	<b>862.63</b>	<b>943.53</b>	<b>716.51</b>
<b>2. Current assets</b>	<b>Current assets</b>	V. 12 V. 13 V. 14 V. 15					
	(a) Inventory		-	-	-	-	-
	(b) Trade receivable		1,329.34	743.12	949.67	312.83	323.38
	(c) Cash and bank balances		5.70	4.35	2.27	11.83	2.80
	(d) Short-term loans and advances		10.41	3.14	1.50	24.05	2.50
	(e) Other current assets		412.00	323.34	288.06	381.08	349.66
	<b>Total</b>		<b>1,757.45</b>	<b>1,073.95</b>	<b>1,241.50</b>	<b>729.79</b>	<b>678.34</b>
			<b>2,808.43</b>	<b>2,127.27</b>	<b>2,104.13</b>	<b>1,673.32</b>	<b>1,394.85</b>

### Restated Statement of Profit and Loss

(₹ in Lakhs)

Particulars		Note No.	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
<b>I.</b>	<b>Income:</b> Revenue from operations	V. 16	923.41	556.25	3,441.88	2,581.16	2,173.06
<b>II.</b>	Other income	V. 17	4.42	5.55	36.26	97.20	39.07
<b>III.</b>	<b>Total Income (I + II)</b>		<b>927.83</b>	<b>561.80</b>	<b>3,478.14</b>	<b>2,678.36</b>	<b>2,212.13</b>
<b>IV.</b>	<b>Expenses:</b> Employees benefits expense Finance costs Depreciation and amortisation expense Other expenses	V. 18 V. 19 V. 9 V. 20	169.36 8.59 20.01 361.92	236.24 9.01 24.39 291.86	832.09 58.29 78.20 1,739.85	701.26 52.22 50.25 1,410.42	751.82 81.01 46.08 1,111.52
	<b>Total expenses</b>		<b>559.88</b>	<b>561.50</b>	<b>2,708.43</b>	<b>2,214.15</b>	<b>1,990.43</b>
<b>V.</b>	<b>Profit / (Loss) before tax (III- IV)</b>		367.95	0.30	769.71	464.21	221.70
<b>VI.</b>	<b>Tax expense</b> Current tax Deferred tax charge / (credit) <b>Total tax expenses</b>		103.59 (0.95)	0.52 (0.43)	222.47 (6.92)	134.54 (3.29)	66.53 (6.64)
	<b>102.64</b>		<b>0.09</b>	<b>215.55</b>	<b>131.25</b>	<b>59.89</b>	
<b>VII.</b>	<b>Profit / (Loss) for the year (V - VI)</b>		<b>265.31</b>	<b>0.21</b>	<b>554.16</b>	<b>332.96</b>	<b>161.81</b>
<b>VIII.</b>	<b>Earnings per equity share:</b> (1) Basic (2) Diluted Nominal value of equity shares	V. 21					
			<b>2.09</b>	<b>0.00</b>	<b>5.40</b>	<b>4.28</b>	<b>3.47</b>
			<b>2.09</b>	<b>0.00</b>	<b>5.40</b>	<b>4.28</b>	<b>3.47</b>
			<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>

## Restated Cash Flow Statement

(₹ in Lakhs)

Particulars		For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
Profit before prior period items and tax <b>Adjusted for :</b>		367.95	0.30	769.71	464.21	221.70
Finance Cost		7.41	5.31	53.65	48.73	69.44
Interest income		(3.68)	(5.55)	(19.90)	(19.21)	(23.87)
Liability No Longer payable						
Loss / (Profit) on sale of property, plant and equipment		(0.74)	1.08	(0.25)	-	-
Depreciation and amortization expenses		20.01	24.39	78.20	50.25	46.08
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>390.95</b>	<b>25.53</b>	<b>881.41</b>	<b>543.98</b>	<b>313.35</b>
Inventory	A	-	-	-	-	-
Trade Receivable		(586.22)	206.55	(636.84)	10.55	(90.46)
Loans and advances and other assets		5.82	(42.62)	186.91	(35.77)	493.14
Trade Payables		204.86	6.81	(68.09)	(73.78)	104.07
Other Liabilities and provisions		56.45	(78.95)	124.72	(41.65)	(38.37)
<b>Cash flow before prior period items &amp; Tax</b>		<b>71.86</b>	<b>117.32</b>	<b>488.11</b>	<b>403.33</b>	<b>781.73</b>
Income Tax (Paid) / Refund		(78.39)	(36.39)	(40.64)	(37.57)	(280.78)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>		<b>(6.53)</b>	<b>80.93</b>	<b>447.47</b>	<b>365.76</b>	<b>500.95</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>						
(Purchase)/Sale of Fixed Assets (Net)	B	(35.66)	(181.04)	(146.15)	(244.93)	(24.19)
Interest on FD		0.00	12.95	10.67	10.53	(16.42)
(Purchase)/Sale of FD		-	-	-	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(35.66)</b>	<b>(168.09)</b>	<b>(135.48)</b>	<b>(234.40)</b>	<b>(40.61)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>						
Proceeds/ (Repayment) of share application money	C	-	7.84	(306.90)	(87.78)	(306.42)
Proceeds/ (Repayment) of borrowings		50.95	86.71	39.00	14.18	(97.01)
Finance Cost		(7.41)	(5.31)	(53.65)	(48.73)	(69.44)
<b>Net Cash from financing activities</b>		<b>43.54</b>	<b>89.24</b>	<b>(321.55)</b>	<b>(122.33)</b>	<b>(472.87)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(A+B+C)	<b>1.35</b>	<b>2.08</b>	<b>(9.56)</b>	<b>9.03</b>	<b>(12.53)</b>
<b>CASH AND CASH EQUIVALENT AT THE BEGINNING</b>		4.35	2.27	11.83	2.80	15.33
<b>CASH AND CASH EQUIVALENT AT THE END</b>		<b>5.70</b>	<b>4.35</b>	<b>2.27</b>	<b>11.83</b>	<b>2.80</b>

## GENERAL INFORMATION

Our Company was originally formed as partnership firm under the Indian Partnership Act, 1932 in the name and style of “Manglam Associates” pursuant to partnership deed dated February 17, 2010, between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma having its principal place of business at H.NO.46, Nikhil Nestles Jatknedi, Hoshangabad road, University (Bhopal), Huzur, Bhopal-462026, Madhya Pradesh, India on the terms and conditions contained in the said partnership deed. Further, the partnership firm was converted into Public Limited Company “Manglam Infra & Engineering Limited” on July 20, 2023, pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The CIN of the Company is U43900MP2023PLC066771.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 136 of this Draft Red Herring Prospectus.

### BRIEF ABOUT THE COMPANY AND ISSUE

<b>Registered Office</b>	H.NO.46, Nikhil Nestles Jatknedi, Hoshangabad road, University (Bhopal), Bhopal, Huzur, Bhopal - 462026, Madhya Pradesh, India. <b>Telephone No.:</b> +0755-2569877 <b>Website:</b> <a href="http://www.manglaminfra.com">www.manglaminfra.com</a> <b>Email id:</b> <a href="mailto:info@manglaminfra.com">info@manglaminfra.com</a>
<b>Corporate Office</b>	E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India <b>Telephone No.:</b> +0755-4289475 <b>Website:</b> <a href="http://www.manglaminfra.com">www.manglaminfra.com</a> <b>Email id:</b> <a href="mailto:manglaminfra@manglaminfra.com">manglaminfra@manglaminfra.com</a>
<b>Date of Incorporation</b>	July 20, 2023
<b>Company Registration Number</b>	066771
<b>Corporate Identification Number</b>	U43900MP2023PLC066771
<b>Company Category</b>	Company limited by shares
<b>Company Sub Category</b>	Non-govt company
<b>Address of the Registrar of Companies</b>	3rd Floor, ‘A’ Block, Sanjay Complex, Jayendra Ganj, Gwalior Phone: 0751-2321907 Fax: 0751-2331853 <b>Email id:</b> <a href="mailto:roc.gwalior@mca.gov.in">roc.gwalior@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Designated Stock Exchange</b>	<b>Emerge platform of NSE</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.
<b>Issue Program</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Company Secretary and Compliance Officer</b>	<b>Neha Jain</b> <b>Manglam Infra Engineering Limited</b> H.NO.46, Nikhil Nestles Jatknedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India <b>Telephone No.:</b> +0755 4289475 <b>Email id:</b> <a href="mailto:cs@manglaminfra.com">cs@manglaminfra.com</a>
<b>Chief Financial Officer</b>	<b>Sonu Kumar Gupta</b> <b>Manglam Infra Engineering Limited</b> H.NO.46, Nikhil Nestles Jatknedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India <b>Telephone No.:</b> +0755-2569877

## Board of Directors

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Ajay Verma	Managing Director	07129690	A-23, Nirupam Royal palms, Jatkchedi Hoshangabad Road, Bhopal, Huzur, Bhopal, Madhya Pradesh-462026, India.
Yogendra Kumar Singh	Chairman and Whole Time Director	03551106	54, Nikhil Nestles, Jatkchedi, Hoshangabad Road, Bhopal, Huzur, Bhopal - 462026, Madhya Pradesh, India.
Divyani Singh	Non-Executive and Non-Independent Director	10352857	Karma Road, Aurangabad-824101, Bihar, India.
Vijay Kumar Amar	Non-Executive and Independent Director	07129656	H. No.-9-10, C.I.Enclave, Chuna Bhatti, Kolar Road, Huzur, Bhopal, -462016, Madhya Pradesh, India.
Vinod Chandra Semwal	Non-Executive and Independent Director	03100338	D-4/1, Char Imli, Ravi Shankar Nagar, Bhopal-462016, Madhya Pradesh, India.
Sanjay Chaudhary	Non-Executive and Independent Director	10344415	04, Amaltas Phase-2, Kolar Road, Chuna Bhatti, R.S. Nagar, Bhopal-462016, Madhya Pradesh, India.

For further details of our directors, see “*Our Management*” on page 143 of this Draft Red Herring Prospectus.

## INVESTOR GRIEVANCES

**Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Book Running Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.**

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be

addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

In terms of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/22*, dated *February 15, 2018*, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

#### **Details of Key Intermediaries Pertaining to this Issue and our company**

<b>Book Running Lead Manager to the Issue</b>	<b>Registrar to the Issue</b>
<b>Unistone Capital Private Limited</b> A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra. <b>CIN :</b> U65999MH2019PTC330850 <b>Tel :</b> +91 22 4604 6494 <b>Email :</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Investor Grievance Email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> <b>Website :</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Contact Person:</b> Brijesh Parekh <b>SEBI Registration No.:</b> INM000012449	<b>Bigshare Services Private Limited</b> S6-2, 6 <sup>th</sup> Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India. <b>Telephone:</b> 022 6263 8200 <b>Faxsimile:</b> 022 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Vinayak Morbale <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration Number:</b> INR00001385 <b>CIN:</b> U99999MH1994PTC076534
<b>Legal Counsel to the Issue</b>	
<b>Abizchancellor Law LLP</b> <b>Address:</b> 8721/14B, Shidipura Karol bagh, Delhi-110005, India. <b>Telephone:</b> + 91-8820 17384 <b>Email:</b> <a href="mailto:abizchancellor@gmail.com">abizchancellor@gmail.com</a> <a href="mailto:adv.parvindra@gmail.com">adv.parvindra@gmail.com</a> <b>Contact Person:</b> Adv. Parvindra Nautiyal <b>Reg. No.:</b> D/958/2020	<b>Banker to the Company</b> <b>Punjab National Bank</b> <b>Address:</b> PNB, MCC Bhopal <b>Telephone:</b> +91-96440 20880 <b>Email:</b> <a href="mailto:clpc6330@pnb.co.in">clpc6330@pnb.co.in</a> ; <a href="mailto:bo509310@pnb.co.in">bo509310@pnb.co.in</a> <b>Website:</b> <a href="http://www.pnbindia.in">http://www.pnbindia.in</a> <b>Contact Person:</b> Shri Robin Singh
<b>Statutory Auditor</b>	
<b>Rahul Somya &amp; Company, Chartered Accountant</b> <b>Address:</b> 3B, Sai Nagar, Harishankarpuram, Lashkar, Gwalior-474001, Madhya Pradesh, India. <b>Telephone:</b> 9770387186 <b>Email:</b> <a href="mailto:rahulsomyaco@gmail.com">rahulsomyaco@gmail.com</a> <b>Contact Person:</b> Rahul Jain <b>Membership No.:</b> 419667 <b>Firm Registration No.:</b> 023870C	<b>Pawan Shubham &amp; Co., Chartered Accountant</b> <b>Address:</b> 601, Roots Tower, 7 District Centre, Laxmi Nagar, New Delhi-110 092, India. <b>Telephone:</b> 011-45108755 <b>Email:</b> <a href="mailto:prateek@pawanshubham.com">prateek@pawanshubham.com</a> <b>Contact Person:</b> Prateek Jain <b>Membership No.:</b> 556482 <b>Firm Registration No.:</b> 011573C <b>Peer Review Number:</b> 014027
<b>Public Issue Bank/ Banker to the Issue/ Refund Banker/Escrow Collection Bank</b>	
[●] <b>Address:</b> [●] <b>Telephone:</b> [●] <b>Fax:</b> [●] <b>Email:</b> [●] <b>Website:</b> [●] <b>Contact Person:</b> [●]	[●] <b>Address:</b> [●] <b>Telephone:</b> [●] <b>Fax:</b> [●] <b>Email:</b> [●] <b>Website:</b> [●] <b>Contact Person:</b> [●]
<b>Syndicate Member</b>	

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[•]  
Address: [•]  
Telephone: [•]  
Fax: [•]  
Email: [•]  
Website: [•]  
Contact Person: [•]  
SEBI Certificate Registration: [•]  
CIN: [•]

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## CHANGES IN THE AUDITORS

Except as disclosed below, there has been no change in the statutory auditors of our Company in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of the Auditor	M/s. <b>Rahul Somya &amp; Company, Chartered Accountants</b>	M/s. <b>Surana Vyas &amp; Company, Chartered Accountants*</b>
FRN	023870C	0011165C
Peer Review No.	-	-
Email ID	<a href="mailto:rahulsomyaco@gmail.com">rahulsomyaco@gmail.com</a>	<a href="mailto:asurana20@rediffmail.com">asurana20@rediffmail.com</a>
Address	3B, Sai Nagar, Harishankarpuram, Lashkar, Gwalior-474001, Madhya Pradesh, India.	Vyas Sadan, Roshni Ghar Road, Lashkar, Gwalior-474009, Madhya Pradesh, India.
Reason for Change	First Auditor appointment in the Company	NA
Date of Appointment	August 16, 2023	NA

\*Appointed as Statutory auditor in the M/s Manglam Associates

## Investor grievances

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

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

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

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

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

## **Filing**

The Draft Red Herring Prospectus and Prospectus shall be filed with NSE situated at Exchange Plaza, C/1, G Block, Bandra-Kurla Complex, Bandra (East) -400 051, Maharashtra, India

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

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

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

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

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

## **Designated Intermediaries**

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

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

## **Syndicate SCSB Branches**

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

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

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

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

### **Registered Brokers**

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

### **Registrar And Share Transfer Agents**

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

### **Collecting Depository Participants**

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

### **Expert**

Our Company has 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 Red Herring Prospectus in relation to the (a) Peer Review Auditors' reports on the Restated Financial Statements (b) Statement of Possible Tax Benefit and such consent has not been withdraw as on date of this DRHP.

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

### **Monitoring Agency**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of 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 Authority**

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

### **Credit Rating**

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

### **IPO Grading**

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

## **Trustees**

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

## **Green Shoe Option**

No green shoe option is applicable for the Issue.

## **Book Building Process**

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and in [●] a Regional newspaper of Madhya Pradesh, where our registered office is situated at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Issue through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date.

Each Bidder by submitting a Bid in Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

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

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

For further details, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 237 and 242, respectively of this Draft Red Herring Prospectus.

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

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “*Issue Procedure*” on page 242 of this Draft Red Herring Prospectus.

## **Underwriting Agreement**

This Issue is [●] % underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following

number of specified securities being issued through this Issue:

<b>Details of the Underwriter</b>	<b>No. of Shares Underwritten</b>	<b>Amount Underwritten</b>	<b>% of total Issue size underwritten</b>
[●]	[●]	[●]	[●]

*(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Red Herring Prospectus or the Prospectus, with the RoC as the case may be. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)*

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead manager has agreed to underwrite to a minimum extent of [●] % of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

### **Market Maker**

<b>Name:</b>	[●]
<b>Address:</b>	[●]
<b>Tel No:</b>	[●]
<b>Fax No:</b>	[●]
<b>Contact Person:</b>	[●]
<b>Email:</b>	[●]
<b>Website:</b>	[●]
<b>Contact Person:</b>	[●]
<b>SEBI Registration No.:</b>	[●]

### **Details of the Market Making Arrangement for this Issue**

Our Company and the Book Running Lead Manager, have entered into an agreement dated [●] with [●], a Market Maker registered with Emerge Platform of NSE Limited in order to fulfil the obligations of Market Making

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every blackout period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and Emerge Platform of NSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange to decide controllable and non-controllable reasons would be final.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** Emerge Platform of NSE Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

12. Price Band and Spreads: SEBI Circular bearing reference no: *CIR/MRD/DP/02/2012* dated *January 20, 2012*, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the 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.

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

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

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

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

## CAPITAL STRUCTURE

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

Sr. No.	Particulars	Amount (₹ in Lakhs except share data)		
		Aggregate	Aggregate	
		Nominal	Value at	Issue Price <sup>(1)</sup>
I.	<b>Authorized share capital<sup>(2)</sup></b>			
	2,00,00,000 Equity Shares of ₹10 each		2000.00	-
II.	<b>Issued, subscribed and paid-up share capital prior to the Issue<sup>(2)(3)</sup></b>			
	1,26,64,700 Equity Shares of ₹10 each		1266.47	-
III.	<b>Present Issue in terms of the Draft Red Herring Prospectus</b>			
	Fresh Issue up to 55,00,000 <sup>(2)</sup> Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] <sup>(4)</sup>		up to [●]	[●]
IV.	<b>Issued, subscribed and paid-up share capital after to the Issue</b>			
	[●] Equity Shares of ₹ 10 each		[●]	
V.	<b>Securities premium account</b>			
	Before the Issue		Nil	
	After the Issue		[●]	

<sup>(1)</sup> To be updated upon finalisation of the Issue Price

<sup>(2)</sup> For details in relation to the changes in the authorised share capital of our Company since incorporation, see “History and Certain Corporate Matters – Amendments to our Memorandum of Association” on page 136.

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

<sup>(4)</sup> The Issue has been authorized by a resolution of our Board dated October 16, 2023, and a special resolution of our Shareholders passed in the EGM dated November 10, 2023.

### Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

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

Sr. No.	Particulars	Date of Shareholder's approval
1.	On Incorporation (Conversion of Partnership firm into public limited Company) (July 20, 2023)	Not applicable

### Notes to the Capital Structure

#### 1. Equity Share capital history of our Company.

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

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
July 20, 2023 (On Incorporation)	1,26,64,700	10	10	Other than Cash	Subscription to MOA pursuant to conversion of Partnership Firm*	1,26,64,700	1,26,64,700

\*Equity Shares allotted pursuant to conversion of M/s. Manglam Associates; a Partnership Firm into the Company under Part I of Chapter XXI of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹ 10/- each fully paid up, at par against the outstanding credit balance of respective Partner's Capital Account.

- (i) Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹10/- each fully paid at par as per the details given below:**

Sr. No.	Name of the Persons	No. of Shares Allotted
1.	Seema Verma	40,81,500
2.	Yogendra Kumar Singh	32,64,000
3.	Nisha Singh	31,66,200
4.	Ajay Verma	21,52,700
5.	Dinesh Kumar Tripathi	100
6.	Munish Verma	100
7.	Sanika Singh	100
<b>Total</b>		<b>1,26,64,700</b>

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

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
Subscription to MOA*	1,26,64,700	10	10	Other than cash	Other than Cash (Conversion of Manglam Associates into the Company)

\*Equity Shares allotted pursuant to conversion of M/s. Manglam Associates; a Partnership Firm into the Company under Part I of Chapter XXI of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹ 10/- each fully paid up, at par against the outstanding credit balance of respective Partner's Capital Account.

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

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

- (d) Equity Shares allotted in last one year at a price lower than the Issue Price in the last year:**

During the last one year we have issued Equity Shares at a price that may be lower than the Issue Price:

Date of transaction	No. of shares purchased / sold	Face Value (in ₹)	Issue price (in ₹)	Nature of allotment
Subscriber to MOA*	1,26,64,700	10	10	Other than Cash (Conversion of Manglam Associates into the Company)

\*Equity Shares allotted pursuant to conversion of M/s. Manglam Associates; a Partnership Firm into the Company under Part I of Chapter XXI of the Companies Act, 2013, the Initial Subscribers to Memorandum of Association subscribed 1,26,64,700 Equity Shares of face value of ₹ 10/- each fully paid up, at par against the outstanding credit balance of respective Partner's Capital Account.

2. As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.

**3. *Equity Shares issued pursuant to employee stock option schemes:***

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

4. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.
5. The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

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

\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on EMERGE Platform of NSE. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

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

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

### Summary of Shareholding Pattern

Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C )	Number of Voting Rights held in each class of securities <sup>1</sup>			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form <sup>4</sup>		
								No of Voting Rights				Total as a % of (A+B+C)	No. (a)	No. (a)	No. (b)	No. (b)		
								Class Equity Shares of ₹ 10/- each <sup>2</sup>	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII		XIII		XIV	
(A)	Promoter & Promoter Group	6	1,26,64,600	-	-	1,26,64,600	99.999%	1,26,64,600	-	1,26,64,600	99.999%	-	99.999%	-	-	-	1,26,64,600	
(B)	Public	1	100	-	-	100	0.001%	100	-	100	0.001%	-	0.001%	-	-	-	100	
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total</b>		<b>7</b>	<b>1,26,64,700</b>	-	-	<b>1,26,64,700</b>	<b>100.00%</b>	<b>1,26,64,700</b>	-	<b>1,26,64,700</b>	<b>100.00%</b>	-	<b>100.00%</b>	-	-	-	<b>1,26,64,700</b>	

Note:

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

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

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

<sup>4</sup>In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, the Equity Shares held by the Promoters are dematerialized.

6. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
  
7. The list of the shareholders of the Company holding 1% or more of the paid-up share capital of the Company:

**a. As on the date of the Draft Red Herring Prospectus:**

Sr. No.	Name of the Person	No. of Shares Allotted
1.	Seema Verma	40,81,500
2.	Yogendra Kumar Singh	32,64,000
3.	Nisha Singh	31,66,200
4.	Ajay Verma	21,52,700
<b>Total</b>		<b>1,26,64,400</b>

**b. Two (2) year and one (1) year prior to the date of the Draft Red Herring Prospectus:**

Not applicable as our Company incorporated on July 20, 2023.

**c. Ten (10) days prior to the date of the Draft Red Herring Prospectus:**

Sr. No.	Name of the Person	No. of Shares Allotted
1.	Seema Verma	40,81,500
2.	Yogendra Kumar Singh	32,64,000
3.	Nisha Singh	31,66,200
4.	Ajay Verma	21,52,700
<b>Total</b>		<b>1,26,64,400</b>

8. There will not be any further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the date of listing of Equity Shares or refund of application monies in pursuance of the Draft Red Herring Prospectus. However, our Company may alter its capital structure by way of split/consolidation of the denomination of Equity Shares or issue of Equity Shares on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutional placements, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**9. Build-up of our Promoters and Shareholding of our Promoters:**

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

As on the date of this Draft Red Herring Prospectus, our Promoters Seema Verma, Yogendra Kumar Singh, Nisha Singh and Ajay Verma, holds total 40,81,500, 32,64,000, 31,66,200 and 21,52,700 Equity Shares respectively representing 32.23%, 25.77%, 25.00% and 17.00% of the pre-issue paid up share capital of our Company, respectively. None of the Equity Shares held by our Promoters are subject to any pledge.

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹.)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Name of Transfer or / Transferee
<b>Seema Verma</b>						
Subscription to MOA*	Allotment	40,81,500	10	10	Other than Cash (Conversion of Manglam Associates into the Company)	N.A.
<b>Total</b> <b>40,81,500</b>						
<b>Yogendra Kumar Singh</b>						
Subscription to MOA*	Allotment	32,64,000	10	10	Other than Cash (Conversion of Manglam Associates into the Company)	N.A.
<b>Total</b> <b>32,64,000</b>						
<b>Nisha Singh</b>						
Subscription to MOA*	Allotment	31,66,200	10	10	Other than Cash (Conversion of Manglam Associates into the Company)	N.A.
<b>Total</b> <b>31,66,200</b>						
<b>Ajay Verma</b>						
Subscription to MOA*	Allotment	21,52,700	10	10	Other than Cash (Conversion of Manglam Associates into the Company)	N.A.
<b>Total</b> <b>21,52,700</b>						

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

\*\* Cost of acquisition excludes Stamp Duty

**10.**As on the date of this Draft Red Herring Prospectus, our Company have 7 (Seven) shareholders.

**11. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group is as below:**

Particulars	Pre-Issue		Post-Issue	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>				
Seema Verma	40,81,500	32.23%	40,81,500	[●]
Yogendra	32,64,000	25.77%	32,64,000	[●]
Kumar Singh				
Nisha Singh	31,66,200	25.00%	31,66,200	[●]
Ajay Verma	21,52,700	17.00%	21,52,700	[●]
<b>Total (A)</b>	<b>1,26,64,400</b>	<b>100.00%</b>	<b>1,26,64,400</b>	<b>[●]</b>
<b>Promoter Group</b>				
Munish Verma	100	0.00%	100	[●]
Sanika Singh	100	0.00%	100	[●]
<b>Total (B)</b>	<b>200</b>	<b>0.00%</b>	<b>200</b>	<b>[●]</b>
<b>Total (A+B)</b>	<b>1,26,64,600</b>	<b>100.00%</b>	<b>1,26,64,600</b>	<b>[●]</b>

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

**13.**None of the members of the Promoter Group, the Promoters, or the Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Prospectus.

#### **14. Recording on non-transferability of Equity Shares locked-in**

In compliance with Regulation 241 of the SEBI (ICDR) Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

#### **15. Promoter's Contribution and other Lock-in details**

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

Pursuant to Regulations 236 and 238 of the SEBI ICDR Regulations, an aggregate of [●]% of the fully diluted post issue Equity Share capital of our Company held by the Promoters shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked in for a period of three years from the date of Allotment of Equity Shares and the shareholding of the Promoter in excess of [●] % of the fully diluted post issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

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

Name of Promoters	No. of Equity Shares Locked in	Post- Issue equity share capital %
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>

*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such*

*Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer section “History of Paid-up Share Capital of our Company”.*

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

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

- Our company was incorporated in 2023 as a result of conversion of a partnership firm into a company. Apart from the shares subscribed during the conversion process, no equity shares have been issued to our promoters at a price lower than the issue price in the preceding one year, using the funds they contributed.
- The Equity Shares offered for Minimum Promoters' Contribution do not include the (i) revaluation of assets or capitalisation of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution.
- Our Minimum Promoter's Contribution of 20% of the post issue Equity does not include any contribution from Alternative Investment Funds or Foreign venture capital investor or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- All the Equity Shares held by our Promoters are in dematerialised form.

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

(i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter's Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.

(ii) In pursuance of Regulation 242 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters' and locked- in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- (a) With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for a period of three years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Issue, which is not applicable in the context of this Issue
- (b) With respect to the Equity Shares locked-in for a period of one year from the date of Allotment, such pledge of the said Equity Shares is one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge as specified above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the expiry of the relevant lock-in period in terms of the SEBI (ICDR) Regulations.

- (iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- (iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

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

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

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (` Per share)*
1.	Seema Verma	40,81,500	10
2.	Yogendra Kumar Singh	32,64,000	10
3.	Nisha Singh	31,66,200	10
4.	Ajay Verma	21,52,700	10

\*As certified by M/s Pawan Shubham & Co., Chartered Accountants, Peer Review Auditor by way of their certificate dated December 14, 2023.

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

**19.**All the Equity Shares of our Company are fully paid up as on the date of the Draft Red Herring Prospectus.

**20.**Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares only.

**21.**Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

**22.**No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

- 23.**None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “Our Management” beginning on page 143 of this Draft Red Herring Prospectus.
- 24.**The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
- 25.**Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled “Issue Procedure” beginning on page 242 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
- 26.**An over-subscription to the extent of 10% of the 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 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 locking shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 27.**Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 28.**No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
- 29.**There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 30.**Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 31.**Our Promoters and Promoter Group will not participate in the Issue.
- 32.**Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

## OBJECTS OF THE ISSUE

The issue comprises of fresh issue of up to 55,00,000 equity shares of our company at an issue price of ₹ [●] per equity share. We intend to utilize the proceeds of the issue to meet the following objects:

1. To meet the working capital requirements, and
2. General corporate purposes;

(Collectively referred as the “Objects”)

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

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

### **Net Proceeds**

The details of the Net Proceeds are set forth below:

<b>Particulars</b>	<b>Amount (₹ in lakhs)</b>
To meet the working capital requirements	1935.00
General corporate purposes	[●]
<b>Net proceeds</b>	<b>[●]</b>

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

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

<b>Particulars</b>	<b>Total estimated cost</b>	<b>Amount to be financed from Net Proceeds</b>	<b>Estimated utilization of Net Proceeds in FY 2024</b>	<b>Estimated utilization of Net Proceeds in FY 2025</b>	<i>(₹ in lakhs)</i>
To meet the working capital requirements	1935.00	1935.00	510.00	1425.00	
General corporate purposes *	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* Amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the issue

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

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

### **Means of finance**

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

### **Details of the Objects of the Issue**

#### *1. To meet the working capital requirements*

We are engaged in the business of Detailed Project Report, Supervision Quality Control and Operation & Maintenance falling under various categories of Infrastructure Sectors. At present, we fund a majority of our working capital requirements in the ordinary course of business from borrowing and internal accruals.

### **Basis of estimation of working capital requirement**

The details of our company's working capital as at July 19, 2023 and September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and the source of funding, on the basis of restated financial statements of our Company, as certified by our Peer Review Auditors, through their certificate dated December 14, 2023, are provided in the table below:

<b>Particulars</b>	<b>FY 2023-24</b>	<b>FY (From July 2023-24 20, 2023 to September 30, 2023)</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b><i>Current Assets</i></b>					
Trade Receivables	1,329.34	743.12	949.67	312.83	323.38
Cash and Cash Equivalents	5.70	4.35	2.27	11.83	2.80
Short term Loans and advances	10.41	3.14	1.50	24.05	2.50
Other Current Assets	412.00	323.34	288.06	381.08	349.66
<b>Total current assets (A)</b>	<b>1,757.45</b>	<b>1,073.95</b>	<b>1,241.50</b>	<b>729.79</b>	<b>678.34</b>
<b><i>Current Liabilities</i></b>					
Trade payables	488.44	283.58	276.77	344.86	418.65
Other current liabilities	255.44	194.53	280.18	124.44	212.71
Short term provisions	326.58	222.99	222.47	134.54	66.52
<b>Total current liabilities (B)</b>	<b>1,070.46</b>	<b>701.10</b>	<b>779.42</b>	<b>603.84</b>	<b>697.88</b>

Particulars	FY 2023-24 (From July 20, 2023 to September 30, 2023)	FY 2023-24 (Upto July 19, 2023)	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Net working capital (A-B)</b>	<b>686.99</b>	<b>372.85</b>	<b>462.08</b>	<b>125.95</b>	<b>(19.54)</b>
<b>Source of funds</b>					
Internal accruals and Borrowings	686.99	372.85	462.08	125.95	-

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated December 11, 2023, has approved the projected working capital requirements for financial years 2024 and 2025, and the proposed funding of such working capital requirements as set forth in the table below:

Particulars	As at March 31, 2024	As at March 31, 2025
<b>Current Assets</b>		
Trade Receivables	1,131.58	1,222.10
Cash and Cash Equivalents	34.90	92.18
Short Term Loans & Advances**	555.58	1,484.56
Other Current Assets	226.50	256.15
<b>Total current assets (A)</b>	<b>1,948.56</b>	<b>3,054.99</b>
<b>Current Liabilities</b>		
Trade payables	268.89	322.67
Other current liabilities	63.64	76.37
Short term provisions	-	-
<b>Total current liabilities (B)</b>	<b>332.53</b>	<b>399.04</b>
<b>Net working capital (A-B)</b>	<b>1,616.03</b>	<b>2,655.95</b>
<b>Source of funds</b>		
Borrowings and internal accruals	1,106.03	1,230.95
Amount proposed to be utilized from Net Proceeds	510.00	1425.00

\*Pursuant to certificate issued by our Peer Review Auditor M/s. Pawan Shubham & Co., Chartered Accountants dated December 14, 2023

\*\* Reason for increase in Short Term Loans & Advances in FY 2024 and FY 2025 as compared to FY 2021, 2022, 2023 and for the period from April 1, 2023 to July 19, 2023 and from July 20, 2023 to September 30, 2023 is on account of company's strategy to bid for larger projects going forward and all Independent as Lead Partner, as against company's current strategy to bid for smaller projects through Joint Venture. In the coming years, the Company plans to aggressively bid for more larger contracts on an independent basis. Typically, a contract is for average 36 - 48 months. In every contract, the Company has to initially work for 3 - 5 months with nominal / no fees during the period of mobilization. However, company has to keep paying salaries to employees, fees to professionals, rent and vehicle hiring & office running cost etc. After the first 3 - 5 months, the Company starts getting some fees (equivalent to monthly expenses) from clients on a regular basis. For Detailed Project Report (DPR) projects, in the initial stages of such projects, we have to make maximum expenses, but as per the payment schedule as mentioned in the agreements, we receive payment at a later stage or at the nearest stage of completion.

### Assumptions for our estimated working capital requirements

Particulars (in days)	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24 (Upto 19 July 2023)	FY 2023-24 (20 July to September 30, 2023)	FY 2023-24	FY 2024-25
<b>Current Assets</b>							
Trade Receivables	54	44	101	147	104	100	90
<b>Current Liabilities</b>							
Trade Payables	82	60	39	59	66	47	47

## Justifications

Particulars	Justification
Trade receivables	Over the past three financial years, we have observed variations in our trade receivables days. In FY 2021, our trade receivables days were 54 days, which decreased to 44 days in FY 2022 and then further increased to 101 days in Fiscal 2023. Further, our trade receivables days were 147 days and 104 days for the period from April 1, 2023 to July 19, 2023 and from July 20, 2023 to September 30, 2023. We expect our trade receivables days to be 100 days and 90 days for FY 2024 and FY 2025, respectively. This trend is primarily driven by the characteristics of our customer base, predominantly comprising of various state government organizations. Customers in these sectors typically follow a payment practice where payments are made post project completion and the general payment terms extend to around 90 to 100 days. Also, the completion timings for projects in the infrastructure sector can be variable. As a result, our trade receivable days are in alignment with industry norms and the necessity to accommodate the payment practices prevalent in our customer base
Trade payables	Our trade payables days observed reduction in days, decreasing from 82 days in FY 2021 to 60 days in FY 2022 and 39 days in FY 2023. Further, our trade payables days were 59 days and 66 days for the period from April 1, 2023 to July 19, 2023 and from July 20, 2023 to September 30, 2023. We expect our trade payables days to slightly increase to 47 days and 47 days for FY 2024 and FY 2025, respectively on account of our strategic decision to maintain better cash flows. The projected decrease in trade payables days is a strategic decision driven by our objectives to secure the best pricing and foster strong relationships with our suppliers. By reducing the time it takes to settle our payables, we aim to negotiate more favorable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods and services we procure.

### 2. General corporate purposes

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

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

years.

### **Issue related expenses**

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

<b>Activity expense</b>	<b>Amount (₹ in lakhs)</b>	<b>Percentage of total issue size<sup>(1)</sup></b>	<b>Percentage of issue size<sup>(1)</sup></b>
Issue relating expenses such as fees to Book Running Lead manager Fixed Fee, Registrar to the Issue, Legal Advisors, Auditors, statutory advertisements and other expenses incurred / to be incurred including promotional expenses	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission (including Commission/ processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)</sup> )	[●]	[●]	[●]
Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories' fees, other regulatory expenses and sundry expenses.	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

Notes:

1. The fund deployed towards issue expenses is ₹ 5.57 lakhs pursuant to certificate issued by our Peer Review Auditors M/s Pawan Shubham & Co., Chartered Accountants dated December 14, 2023, and the same will be recouped out of issue expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be [●] % on the allotment amount on the application wherein shares are allotted.
3. Includes commission/Processing fees of ₹ [●] per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ [●] lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ [●] lakhs.

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

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

### **Bridge Financing Facilities**

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

## **Monitoring Utilization of Funds**

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring 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.

## **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the issue without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

## **Other confirmations**

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

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

## BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, and on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value.

Investors should refer to “*Risk Factors*”, “*Our Business*”, “*Restated Financial Statements*” and “*Management Discussion and Analysis of Financial Position and Results of Operations*” on pages 31, 104, 169 and 197, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Presence in diversified projects
- Wide range of services and proven track record of services
- Qualified employee base and proven management team
- Consistent financial performance

For further details, see “*Risk Factors*” and “*Our Business*” on pages 31 and 104, respectively.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “*Financial Information*” on page 169. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital.

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2023	5.40	5.40	3
Fiscal 2022	4.28	4.28	2
Fiscal 2021	3.47	3.47	1
<b>Weighted Average</b>	<b>4.70</b>	<b>4.70</b>	
For the period starting from April 01, 2023 to September 30, 2023*	2.09	2.09	

\* Not annualised

#### Notes:

- i. *Basic EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/ year.*
- ii. *Diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year for diluted EPS.*
- iii. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/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 the total number of days during the year/period.*
- iv. *The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements.*
- v. *The EPS has been calculated in accordance with AS 20– “Earnings per Share”.*

vi. Pursuant to conversion of partnership firm into Company, the subscriber to the Memorandum of Association subscribed to 1,26,64,700 equity shares of our company on July 19,2023.

## 2. Price / Earning (P/E) Ratio in relation to Price band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
a) P/E ratio based on Basic EPS as at March 31, 2023	[●]	[●]
b) P/E ratio based on Diluted EPS as at March 31, 2023	[●]	[●]

\* To be updated at Prospectus stage.

## Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	P/E ratio
Industry	28.53

Notes: P/E ratio has been computed based on the closing market price of equity shares on NSE as on February 02, 2024, divided by the diluted EPS for the year ended March 31, 2023.

## 3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
Fiscal 2023	61.42%	3
Fiscal 2022	53.46%	2
Fiscal 2021	29.64%	1
<b>Weighted Average</b>		<b>53.47%</b>
For the period ended September 30, 2023*	22.84%	

\* Not annualised

Notes:

- a) RoNW = Net Profit after tax, as restated divided by Average Net-worth, as restated (Net worth include share capital and reserves and surplus)
- b) Average net worth has been calculated by taking simple average of opening and closing net worth.
- c) The figures disclosed above are based on the Restated Financial Statements of our Company.

## 4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity shares
Net Asset Value per Equity Share as of September 30, 2023	10.26
Net Asset Value per Equity Share as of March 31, 2023	10.00
After Completion of the Issue	
- At the Floor Price	[●]
- At the Cap Price	[●]
Issue Price	[●]

Notes:

- a) Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.

- b) Since the Company has been formed pursuant to conversion of Partnership firm into Company as on July 20, 2023, NAV as on March 31, 2023 has been taken at nominal value of Rs.10.

## 5. Comparison with listed industry peer:

Following is the comparison with our peer companies listed in India:

Name of The Company	For the year ended March 2023						
	Face value (₹)	Revenue from operations (₹ in lakhs) <sup>(1)</sup>	Basic EPS (₹)	Diluted EPS (₹)	P/E (based on Diluted EPS)	Return on net worth (%)	NAV per Equity Share (₹)
Manglam Infra & Engineering Limited	10	3,441.88	5.40	5.40	[●]	61.42%	10.00
<b>Peer Group</b>							
Rudrabhishek Enterprises Limited	10	8,895.42	6.93	6.93	28.53	17.24%	56.95

Source: All the financial information for listed industry peers mentioned above is on Consolidated basis as available sourced from the financial Reports of the peer company uploaded on the NSE website for the year ended March 31, 2023

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the NSE website on February 02, 2024, divided by the Diluted EPS.
2. Net Profit after tax, as restated divided by Average Net-worth, as restated (Net worth include share capital and reserves and surplus)
3. NAV is computed as the closing net worth divided by the weighted outstanding number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, *Management Discussion and Analysis of Financial Position and Results of Operations* and “Financial Information” on pages 31, 104, 197 and 169, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

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

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

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

KPI	Explanations
Revenue from Operations (₹ lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.

<b>KPI</b>	<b>Explanations</b>
Operating EBITDA (` lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (` lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 11, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by Pawan Shubham & Co., Chartered Accountants, by their certificate dated December 14, 2023.

### Financial KPI of our Company

Sr No.	Metric	For the period ended	As of and for the Fiscal		
			September 30, 2023*	2023	2022
1	Revenue From operations (` in Lakhs)	1,479.66	3,441.88	2,581.16	2,173.06
2	Total Income (` in Lakhs)	1,489.63	3,478.14	2,678.36	2,212.13
3	EBITDA (` in Lakhs)	420.28	869.94	469.48	309.72
4	EBITDA Margin (%)	28.40%	25.28%	18.19%	14.25%
5	Profit/(loss) after tax for the year/ period (` in Lakhs)	265.52	554.16	332.96	161.81
6	Net profit Ratio/ Margin (%)	17.94%	16.10%	12.90%	7.45%
7	Return on Equity (ROE) (%)	22.84%	61.42%	53.46%	29.64%
8	Debt To Equity Ratio	0.28	0.22	0.24	0.37
9	Interest Coverage Ratio	21.92	14.20	9.89	3.74
10	ROCE (%)	23.46%	67.04%	54.04%	47.82%
11	Current Ratio	1.38	1.27	0.97	0.82

\* Not annualised

Notes:

- a) As certified by M/s Pawan Shubham & Co., Chartered Accountants pursuant to their certificate dated December 14, 2023. The Audit committee in its resolution dated December 11, 2023, has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.

- b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- c) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items and excluding other income.*
- d) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
- f) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
- g) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
- h) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing earnings before interest and tax (EBIT) by finance cost.*
- i) *RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as net-worth including total debt and excluding deferred tax assets and intangible assets for that period.*
- j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 197 for the reconciliation and the manner of calculation of our key financial performance indicators.

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, “*Our Business-Key Performance Indicators*” on pages 104.

#### **Comparison of financial KPIs and Operational KPIs of our Company and our listed peer.**

Metric	Manglam Infra & Engineering Limited			Rudrabhishek Enterprises Limited			
	As of for the period September 30, 2023	As of and for the Fiscal 2023	As of and for the Fiscal 2022	As of and for the Fiscal 2021	As of and for the Fiscal 2023	As of and for the Fiscal 2022	As of and for the Fiscal 2021
Revenue From operations (₹ in Lakhs)	1,479.66	3,441.88	2,581.16	2,173.06	8,895.42	7,668.30	7,348.43
Total revenue (₹ in lakhs)	1,489.63	3,478.14	2,678.36	2,212.13	9,233.43	8,041.85	7,428.33
Operating EBITDA (₹ in lakhs)	420.28	869.94	469.48	309.72	1,570.80	1,356.72	2,049.20
Operating EBITDA Margin (%)	28.40%	25.28%	18.19%	14.25%	17.66%	17.69%	27.89%
Profit after tax (₹ in lakhs)	265.52	554.16	332.96	161.81	1,202.23	1,489.55	1,377.77
PAT Margin (%)	17.94%	16.10%	12.90%	7.45%	13.52%	19.42%	18.75%
Return on Equity (ROE) (%)	22.84%	61.42%	53.46%	29.64%	12.17%	17.21%	17.21%
Debt To Equity Ratio	0.28	0.22	0.24	0.37	0.09	0.11	0.03
Interest Coverage Ratio	21.92	14.20	9.89	3.74	12.64	30.73	55.04

Return on Capital Employed (ROCE) (%)	23.46%	67.04%	54.04%	47.81%	16.04%	16.30%	24.25%
Current Ratio	1.38	1.27	0.97	0.82	2.62	2.85	3.28

\* Not annualised

*Notes:*

- a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- b) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items and excluding other income.*
- c) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- d) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
- e) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
- f) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
- g) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing earnings before interest and tax (EBIT) by finance cost.*
- h) *RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as net-worth including total debt and excluding deferred tax assets and intangible assets for that period.*
- i) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

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

- (a) ***The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)***

There has been no primary/ new issue of Equity Shares or convertible securities, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuance”)

- (b) ***The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)***

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this DRHP, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s)),in a single transaction or multiple transactions combined together over a span of rolling 30 days

- (c) ***Price per share based on last five primary or secondary transactions.***

There are no such transactions to report to under (a) and (b) above. Therefore, the details of last five primary transactions or secondary transactions prior to the date of filing of this Draft Red Herring Prospectus are below:

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ Lakhs)
July 20, 2023	1,26,64,700	10	10	Other than Cash	Subscription to MOA pursuant to conversion of Partnership Firm(i)	1266.47
<b>Weighted average cost of acquisition</b>						<b>10.00</b>

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	₹[●]	₹[●]
WACA of Equity Shares that were issued by our Company	NA	NA	Na
WACA of Equity Shares that were acquired or sold by way of secondary transactions	N.A.	N.A.	N.A.
Since there were no Primary Transactions or Secondary Transactions to report under points (a) and (b) above, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of the transaction			
- Based on Primary Transactions	10.00	[●]	[●]
- Based on Secondary Transactions	NA	NA	NA

## 8. Justification for Basis for Issue Price.

Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and the for the period ended September 30, 2023 and for the Fiscals 2023, 2022 and 2021.

[●]\*

\*To be included upon finalization of Price Band

Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Issue.

[●]\*

\*To be included upon finalization of Price Band

## 9. The Issue Price is [●] times of the Face Value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building

Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management Discussion and Analysis of Financial Position and Results of Operations*” and “*Financial Information*” on pages 31, 104, 197 and 169, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: December 14, 2023

To,

**The Board of Directors  
Manglam Infra & Engineering Limited**

H.No.46, Nikhil Nestles, Jatkhedhi,Hoshangabad Road,  
University (Bhopal), Bhopal, Huzur, Madhya Pradesh-462026

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Manglam Infra & Engineering Limited(the “Company” and such offering, the “Issue”)**

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We report that the enclosed statement in **Annexure A**, prepared by **Manglam Infra & Engineering Limited** (the “Company”), states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 ('Act'), as amended by the Finance Act, 2023 i.e. applicable for financial year (FY) 2023-2024 relevant to assessment year (AY) 2024-2025, and other direct and indirect tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the Company or its shareholders to derive the stated possible special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives, the Company may or may not choose to fulfil.

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

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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.

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

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

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

Yours sincerely,

**For Pawan Shubham & Co.,  
Chartered Accountants  
ICAI Firm Registration No.: 011573C**

**Prateek Jain  
(Partner)  
Membership No: 556482  
UDIN: 24556482BKATWQ1267**

Place: New Delhi  
Date: December 14, 2023

## **Annexure-A**

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

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

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

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

##### **1. Benefit of reduced tax rate for domestic companies**

Section 115BAA states that domestic companies have the option to pay tax at a rate of 22% plus surcharge of 10% and cess of 4%. The Effective Tax rate being 25.168%, if such domestic companies adhere to certain conditions specified. The company need not pay tax under MAT if it opts for Section 115BAA.

##### **Conditions specified under eligibility criteria of section 115BAA:**

The Total Income of company opting reduced tax rate under section 115BAA shall not be allowed following exemptions / deductions:

- Claiming any deduction especially available for units established in special economic zones under section 10AA.
- Claiming additional depreciation under section 32 and investment allowance under section 32AD towards new plant and machinery made in notified backward areas in the states of Andhra Pradesh, Bihar, Telangana, and West Bengal.
- Claiming deduction under section 33AB for tea, coffee and rubber manufacturing companies.
- Claiming deduction towards deposits made towards site restoration fund under section 33ABA by companies engaged in extraction or production of petroleum or natural gas or both in India.
- Claiming a deduction under Section 35 for expenditure on scientific research, or an amount paid to a university or research association or National Laboratory or IIT.
- Claiming a deduction for the capital expenditure incurred by any specified business under section 35AD.
- Claiming a deduction for the expenditure incurred on an agriculture extension project under section 35CCC or on skill development project under section 35CCD.
- Claiming deduction under chapter VI-A in respect to certain incomes, which are allowed under section 80IA, 80IAB, 80IAC, 80IB and so on, except deduction under section 80JJAA and 80M.

- Claiming a set-off of any loss carried forward or depreciation from earlier years, if such losses were incurred in respect of the aforementioned deductions
- A claim by an amalgamated company for set-off of carried forward loss or unabsorbed depreciation belonging to an amalgamating company if such loss or unabsorbed depreciation is on account of the above deductions; claiming a deduction for additional/accelerated depreciation. The normal depreciation can however be claimed.
- The losses on account of above deductions shall be deemed to have been allowed and shall not be eligible for carry forward and set off in subsequent years this means that if the company opts for 115BAA then the opportunity for claiming set off is lost forever;
- Such companies will have to exercise this option to be taxed under the section 115BAA on or before the due date of filing income tax returns. Once the company opts for section 115BAA in a particular financial year, it cannot be withdrawn subsequently.

**2. Deduction in respect of inter corporate dividends – Section 80M of the Income Tax Act, 1961.**

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax (“DDT”), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source (“TDS”) at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

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

**3. Deduction in respect of new employment – Section 80JJAA of the Income Tax Act, 1961.**

Section 80JJA of the Income Tax Act deals with tax deductions on profits and gains from businesses. The section allows a deduction of 30% on additional employee costs for three consecutive assessment years on fulfilment of certain conditions.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of

Individuals, whether incorporated or not, surcharge would be restricted to 15%, irrespective of the amount of dividend.

2. As per section 112A of the Income tax Act, 1961 ('the Act'), long term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017 TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 100,000.
3. As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.

**Note:**

1. *All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.*
2. *The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.*
3. *No assurance is given that the revenue authorities/courts will concur with the views expressed herein.*
4. *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.*

## **SECTION V – ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

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

*Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page 31 and 169 of Draft Red Herring Prospectus.*

### **GLOBAL OUTLOOK**

#### **Global recovery remains slow, with growing regional divergences and little margin for policy error:**

The baseline forecast is for global growth to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024, well below the historical (2000–19) average of 3.8 percent. Advanced economies are expected to slow from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024 as policy tightening starts to bite. Emerging market and developing economies are projected to have a modest decline in growth from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024, due to tighter monetary policy aided by lower international commodity prices. Core inflation is generally projected to decline more gradually, and inflation is not expected to return to target until 2025 in most cases.

Monetary policy actions and frameworks are key at the current juncture to keep inflation expectations anchored. It emphasizes the complementary role of monetary policy frameworks, including communication strategies, in helping achieve disinflation at a lower cost to output through managing agents’ inflation expectations. Given increasing concerns about geoeconomic fragmentation.

#### **Overview of the World Economic Outlook Projections:**

<b>Particulars</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
World Output	3.5	3.0	2.9
Advanced Economies	2.6	1.5	1.4
United States	2.1	2.1	1.5
Euro Area	3.3	0.7	1.2
Germany	1.8	-0.5	0.9
France	2.5	1.0	1.3
Italy	3.7	0.7	0.7
Spain	5.8	2.5	1.7
Japan	1.0	2.0	1.0
United Kingdom	4.1	0.5	0.6
Canada	3.4	1.3	1.6
Other Advanced Economies	2.6	1.8	2.2
Emerging Market and Developing Economies	4.1	4.0	4.0

<b>Particulars</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
Emerging and Developing Asia	4.5	5.2	4.8
China	3.0	5.0	4.2
India	7.2	6.3	6.3
Emerging and Developing Europe	0.8	2.4	2.2
Russia	-2.1	2.2	1.1
Latin America and Caribbean	4.1	2.3	2.3
Brazil	2.9	3.1	1.5
Mexico	3.9	3.2	2.1
Middle East and Central Asia	5.6	2.0	3.4
Saudi Arabia	8.7	0.8	4.0
Sub-Saharan Africa	4.0	3.3	4.0
Nigeria	3.3	2.9	3.1
South Africa	1.9	0.9	1.8
Emerging market and Middle-Income Economies	4.0	4.0	3.9
<b>Low-Income Developing Countries</b>	<b>5.2</b>	<b>4.0</b>	<b>5.1</b>

*\*\*For India, data and forecasts are presented on a fiscal year basis, with FY 2022/2023 (starting in April 2022) shown in the 2022 column. India's growth projections are 6.5 percent in 2023 and 5.7 percent in 2024 based on calendar year.*

### **Global Prospects and Policies: -**

Divergent growth prospects across the world's regions pose a challenge to returning to prepandemic output trends. Despite signs of resilience earlier in 2023, the impact of policy tightening to reduce inflation is expected to cool economic activity going forward. While risks to the outlook are more balanced than earlier in the year, on account of Swiss and US authorities' having acted decisively to contain financial turbulence, they remain tilted to the downside, implying little margin for policy errors. Monetary policy should stay the course to bring inflation to target, while fiscal consolidation is needed to tackle soaring debts. Structural reforms are crucial to revive medium-term growth prospects amid constrained policy space. Accelerating the green transition, increasing resilience to climate shocks, and improving food security for millions of people require strengthened multilateral frameworks and adherence to rules-based platforms for international cooperation.

### **Managing Expectations: Inflation and Monetary Policy: -**

Inflation around the world reached multidecade highs in 2022. While headline inflation has since come down, core measures are proving stickier. The high inflation experience of the last two years could engender persistently high inflation expectations, complicating central banks' paths to getting inflation back to their targets. Empirical analysis uncovers an increasing role of near-term inflation expectations for inflation dynamics. However, improvements in monetary policy frameworks, including communication strategies, can help to better inform agents' expectations and to bring inflation back to target more quickly and at a lower output cost, complementing standard cyclical policies.

### **Fragmentation and Commodity Markets: Vulnerabilities and Risks: -**

Russia's invasion of Ukraine caused major commodity markets to fragment, and geopolitical tensions could make matters worse. There are four conclusions to this first, commodities are particularly vulnerable to fragmentation due to concentrated production, hard-to-substitute consumption, and their critical role for technologies. Second, further fragmentation would cause large swings in commodity prices and more volatility. Third, commodity trade disruptions would have highly uneven impacts across countries, though global losses appear moderate given offsetting effects across countries. Low-income countries would bear a disproportionate share of the economic cost, due to their high reliance on agricultural imports. Fourth, fragmented minerals markets would make the energy transition more costly, reducing investment in renewables and electric vehicles by one-third by 2030 in an illustrative scenario. A green corridor agreement

could guarantee the international flow of critical minerals. Similar agreements for essential food commodities could stabilize agricultural markets. Such agreements would safeguard the global goals of averting climate change and food insecurity.

Source - [World Economic Outlook, October 2023: Navigating Global Divergences \(imf.org\)](https://www.imf.org/en/publications/weo/2023/october)

## INDIAN OUTLOOK

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices (2011-12) in the first quarter of 2023–24 is estimated at Rs. 40.37 trillion (US\$ 484.94 billion), showing a growth of 7.8% as compared to the first quarter of 2022-23 estimated at Rs. 37.44 trillion (US\$ 449.74 billion). Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In 2023-24 (April–September), India's service exports stood at US\$ 164.89 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-September) were estimated at US\$ 376.29 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

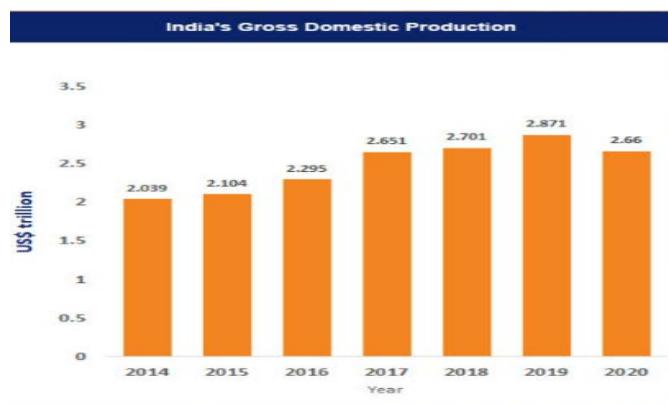
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### Market Size:

India's nominal gross domestic product (GDP) at current prices is estimated to be at US\$ 3.31 trillion (Rs. 272.41 trillion) in FY22. Additionally, the Nominal GDP at current prices in Q3 of 2022-23 was US\$ 874.84 billion (Rs. 71.82 trillion), as against US\$ 792.3 billion (Rs. 65.05 trillion) in 2021-22, estimating a growth of 10.4%. With 115 unicorns valued at more than US\$ 350 billion, as of February 2023, India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.



According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at US\$ 1.3 billion, 0.2% of GDP in the fourth quarter of FY23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown.

### **Recent Developments**

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

- Merchandise exports in March 2023 stood at US\$ 38.38 billion, with total merchandise export of US\$ 447.46 billion during the period of April-March 2023. The overall exports (merchandise and service exports) in 2022-23 was estimated at US\$ 770.18, exhibiting a positive growth of 13.84%.
- PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023
- In June 2023, the gross Goods and Services Tax (GST) revenue collection stood at US\$ 19.63 billion (Rs.1,61,497 crore), of which CGST is US\$ 3.77 billion (Rs. 31,013 crore), SGST is US\$ 4.65 billion (Rs. 38,292 crore), IGST is US\$ 9.76 billion (Rs. 80,292 crore).
- Between April 2000 – March 2023, cumulative FDI equity inflows to India stood at US\$ 9919.63 billion.
- In May 2023, the overall IIP (Index of Industrial Production) stood at 145. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 128.1, 142.3 and 201.6, respectively, in May 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 4.81% in June 2023.
- In FY23, the Foreign Portfolio Investment (FPI) outflows stood at US\$ 14.81 billion (Rs. 1.21 trillion). As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 22,000 crore (US\$ 2.67 billion) in India during the first week of July 2023.

### **Government Initiatives**

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

- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.

- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (Rs. 1,500 crore).
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### **Road Ahead**

In the second quarter of FY23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In June 2023 (Provisional), CPI-C inflation was 4.81%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

*Source - [Indian Economy: Overview, Market Size, Growth, Development, Statistics...IBEF](#)*

### **Infrastructure Industry in India:**

India's high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

Infrastructure is a key enabler in helping India become a US \$26 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increase efficiency and costs.

The government's focus on building infrastructure of the future has been evident given the slew of initiatives launched recently. The US\$ 1.3 trillion national master plan for infrastructure, Gati Shakti, has been a forerunner to bring about systemic and effective reforms in the sector, and has already shown a significant headway. Infrastructure support to nation's manufacturers also remains one of the top agendas as it will significantly transform goods and exports movement making freight delivery effective and economical.

The "Smart Cities Mission" and "Housing for All" programmes have benefited from these initiatives. Saudi Arabia seeks to spend up to US\$ 100 billion in India in energy, petrochemicals, refinery, infrastructure, agriculture, minerals, and mining.

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development. In other words, the infrastructure sector acts as a catalyst for India's economic growth as it drives the growth of the allied sectors like townships, housing, built-up infrastructure, and construction development projects.

To meet India's aim of reaching a US\$ 5 trillion economy by 2025, infrastructure development is the need of the hour. The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone toward funding for transportation, electricity, and water& irrigation. While these sectors remain the key focus, the government has also started to focus on other sectors as India's environment and demographics are evolving. There is a compelling need for enhanced and improved delivery across the whole infrastructure spectrum, from housing provision to water and sanitation services to digital and transportation demands, which will assure economic growth, increase quality of life, and boost sectoral competitiveness.

Source - [\*Infrastructure Development in India: Market Size, Investments, Govt Initiatives / IBEF\*](#)

## **Advantage India**

### **Robust Demand**

- India has to enhance its infrastructure to reach its 2025 economic growth target of US\$ 5 trillion.
- India's population growth and economic development require improved transport infrastructure, including investments in roads, railways, and aviation, shipping and inland waterways.

### **Attractive Opportunities**

- Development of infrastructure has a multiplier effect on demand and efficiency of transport and increases commercial and entrepreneurship opportunities.

### **Policy Support**

- Budget 2023-24 is complemented with the continuation of the 50-year interest-free loan to state governments for one more year to spur investment in infrastructure and to incentivize them for complementary policy actions, with a significantly enhanced outlay of ₹ 1.3 lakh crore (US\$ 16 billion).
- Under the National Infrastructure Pipeline (NIP), projects worth Rs. 108 trillion (US\$ 1.3 trillion) are currently at different stages of implementation.

### **Increasing Investments**

- Finance minister Nirmala Sitharaman's Budget for 2023-24 underlines sustained focus on the northeast for "inclusive development" as one of the seven priorities, which act as the 'Saptarishi' guiding the government "through the Amrit Kaal".
- Under Budget 2023-24, capital investment outlay for infrastructure is being increased by 33% to Rs.10 lakh crore (US\$ 122 billion), which would be 3.3 per cent of GDP and almost three times the outlay in 2019-20.

- Under Budget 2023-24, Infrastructure Finance Secretariat is being established to enhance opportunities for private investment in infrastructure that will assist all stakeholders for more private investment in infrastructure, including railways, roads, urban infrastructure, and power.

## **MARKET SIZE**

In Budget 2023-24, capital investment outlay for infrastructure is being increased by 33% to Rs.10 lakh crore (US\$ 122 billion), which would be 3.3 per cent of GDP. As per the Union Budget 2023-24, a capital outlay of Rs. 2.40 lakh crore (US\$ 29 billion) has been provided for the Railways, which is the highest ever outlay and about 9 times the outlay made in 2013-14.

Started with 6,835 projects, the NIP project count now stands at 9,142 covering 34 sub-sectors, as per news reports. Under the initiative, 2476 projects are under development phase with an estimated investment of US\$ 1.9 trillion. Nearly half of the under-development projects are in the transportation sector, and 3,906 in the roads and bridges sub-sector.

The Indian Railways expects to complete total revenue from traffic of Rs. 2,64,600 crore (US\$ 32.17 billion) for FY24.

India's logistics market is estimated to reach US\$ 410.75 billion in 2022 and is expected to reach US\$ 556.97 billion by 2027, growing at a CAGR of 6.28%. India intends to raise its ranking in the Logistics Performance Index to 25 and bring down the logistics cost from 14% to 8% of GDP, leading to a reduction of approximately 40%, within the next five years.

India currently has the fifth-largest metro network in the world and will soon overtake advanced economies such as Japan and South Korea to become the third-largest network. Metro rail network reached 810 kms and is operational in 20 cities as of September 2022. At almost 20 kms, Mumbai monorail is the third largest route in the world after China with 98 kms and Japan with 28 kms. India plans to spend US\$ 1.4 trillion on infrastructure through 'National Infrastructure Pipeline' in the next five years.

Hundreds of new cities need to be developed over the next decade. Over the next 10 years, demand for urban freight is predicted to increase by 140%. Final-mile freight transit in Indian cities accounts for 50% of the total logistics expenditures in the country's increasing e-commerce supply chains. India is expected to become the third-largest construction market globally. Indian logistics market is estimated to touch US\$ 320 billion by 2025. The overall infrastructure capex is estimated to grow at a CAGR of 11.4% over 2021-26 driven by spending on water supply, transport, and urban infrastructure. Investment in infrastructure contributed around 5% of the GDP in the tenth five-year plan as against 9% in the eleventh five-year plan. Further, US\$ 1 trillion investment in infrastructure was proposed by the India's planning commission during the 12th five-year plan, with 40% of the funds coming from the private sector.

## **Government Initiative and Investments**

Some of the recent government initiatives and investments in the infrastructure sector are as follows:

Under Budget 2023-24:

- As per the Union Budget 2023-24, a capital outlay of Rs. 2.40 lakh crore (US\$ 29 billion) has been provided for the Railways, which is the highest ever outlay and about 9 times the outlay made in 2013-14.
- The Government has decided to continue the 50-year interest free loan to state governments for one more year to spur investment in infrastructure and to incentivize them for complementary policy actions, with a significantly enhanced outlay of Rs. 1.3 lakh crore (US\$ 16 billion).

- 100 critical transport infrastructure projects, for last and first mile connectivity for ports, coal, steel, fertilizer, and food grains sectors have been identified and will be taken up on priority with investment of Rs. 75,000 crore (US\$ 9 billion), including Rs. 15,000 crore (US\$ 1.8 billion) from private sources.
- 50 additional airports, heliports, water aerodromes and advance landing grounds will be revived for improving regional air connectivity.
- The Digital Public Infrastructure for agriculture will be built as an open source, open standard and inter operable public good that will enable inclusive, farmer-centric solutions through relevant information services for crop planning and health, improved access to farm inputs, credit, and insurance, help for crop estimation, market intelligence, and support for growth of agri-tech industry and start-ups.
- States will be encouraged to set up a Unity Mall in their state capital or most prominent tourism centre or the financial capital for promotion and sale of their own ODOPs (one district, one product), GI products and other handicraft products, and for providing space for such products of all other States.
- The Awas Yojana budget estimate for 2023-'24 constitutes an allocation of Rs. 25,103 crore (US\$ 3 billion) to Pradhan Mantri Awas Yojana-Urban and Rs. 54,487 crore (US\$ 6.5 billion) to Pradhan Mantri Awas Yojana-Gramin.

## **Investments**

The Government of India has designed various policies for the growth of MSMEs in the country.

- For FY24, the budgetary allocation for the Ministry of Development of North-eastern Region stood at Rs. 5892 crore (US\$ 711 million).
- Rs. 2,200 crore (US\$ 265.5 million) allocated for Prime Ministers Development Initiative for North-East (PMDevINE) Scheme.
- Rs. 2491 crore (US\$ 300.6 million) was allocated to Northeast Special Infrastructure Development Scheme (NESIDS).100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over next three years.
- Focus was on the PM GatiShakti - National Master Plan for multimodal connectivity to economic zones. Everything, from roads to trains, from aviation to agriculture, as well as many ministries and departments, will be integrated under the PM GatiShakti National Master Plan.
- In FY23, the combined index of eight core industries stood at 146.5 driven by the production of coal, refinery products, fertilizers, steel, electricity, and cement industries.
- To encourage rooftop solar (RTS) throughout the country, notably in rural regions, the Ministry of New and Renewable Energy is undertaking Rooftop Solar Programme Phase II, which aims to install RTS capacity of 4,000 MW in the residential sector by 2022 with a provision of subsidy.
- The Ministry of Railways plans to monetise assets including Eastern and Western Dedicated Freight Corridors after commissioning, induction of 150 modern rakes through PPP, station

redevelopment through PPP, railway land parcels, multifunctional complexes (MFC), railway colonies, hill railways and stadiums.

- The government announced Rs. 305,984 crore (US\$ 42 billion) over the next five years for a revamped, reforms-based, and result-linked new power distribution sector scheme.

## Road Ahead

India must enhance its infrastructure to reach its 2025 economic growth target of US\$ 5 trillion. India's population growth and economic development requires improved transport infrastructure, including through investments in roads, railways, and aviation, shipping and inland waterways.

The government has also suggested an investment of \$750 billion to strengthen railway infrastructure and envisioned the Maritime India Vision 2030 which estimates massive investments in world-class infrastructure development at Indian ports.

Global investment and partnerships in infrastructure, such as the India-Japan forum for development in the Northeast are also indicative of more investments. These initiatives come at a momentous juncture as the country aims for self-reliance in future-ready and sustainable critical infrastructure. India, it is estimated, needs to invest \$840 billion over the next 15 years into urban infrastructure to meet the needs of its fast-growing population. This investment will only be rational as well as sustainable, if we additionally focus on long-term maintenance and strength of our buildings, bridges, ports and airports.

As a result of digitalisation and opportunities that tier II and III cities present for economic growth, the divide between metro and non-metros is blurring, moving to the new era of infrastructure growth. Commercial real estate properties have witnessed exponential growth in demand across Tier II & III cities as Information technology and Information technology enabled services and banking financial services and insurance focused organizations are increasingly decentralizing their operations to adapt to the new normal. Civil Aviation Ministry's "Vision 2040" report states that there will be 190-200 functioning airports in India by 2040. Delhi and Mumbai will have three international airports each, while top 31 Indian cities will have two operational airports each. 220 destinations (airports/heliports/water aerodromes) under UDAN are targeted to be completed by 2026 with 1000 routes to provide air connectivity to unconnected destinations in India. 102 critical projects under the Gati Shakti masterplan worth \$7.67 billion are to be completed by 2024, making 2023 a critical year for effective execution and celerity of completion.

India's Infrastructure forms an integral part of the country's economic ecosystem. There has been a significant shift in the industry that is leading to the development of world-class facilities across the country in the areas of roads, waterways, railways, airports, and ports, among others. The country-wide smart cities programmes have proven to be industry game-changers. Given its critical role in the growth of the nation, the infrastructure sector has experienced a tremendous boom because of India's necessity and desire for rapid development. The expansion has been aided by urbanisation and an increase in foreign investment in the sector.

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of Rs. 5,000,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30. India's GDP is expected to grow by 8% over the next three fiscal years, one of the quickest rates among major, developing economies, according to S&P Global Ratings. India and Japan have joined hands for infrastructure development in India's Northeast states and are

also setting up an India-Japan Coordination Forum for development of Northeast to undertake strategic infrastructure projects for the region.

India being a developing nation is set to take full advantage of the opportunity for the expansion of the infrastructure sector, and it is reasonable to conclude that India's infrastructure has a bright future ahead of it.

Source - [\*Infrastructure Development in India: Market Size, Investments, Govt Initiatives / IBEF\*](#)

## **Industry Research Report on Roads and Highways Sector in India**

### **Road Transport**

Road Transport is considered to be one of the most cost effective and preferred mode of transport, both for freight and passengers, keeping in view its level of penetration into populated areas. Thus, it is vital for economic development and social integration of the country. Road Transport has emerged as the dominant segment in India's transportation sector with a share of 4.5% in India's GDP in 2005-06. The Road Transport Sector accounts for about 87% of passenger traffic and 60% of freight traffic movement in the country. Easy availability, adaptability to individual needs and the cost savings are some of the factors which go in favour of road transport. Road transport also acts as a feeder service to railway, shipping and air traffic.

Road Transport Wing of the Ministry is concerned with the formulation of broad policies relating to regulation of road transport in the country, besides making arrangements for movement of vehicular traffic with the neighbouring countries. Improving the road safety scenario in the country is one of the most important and challenging activities of the Road Transport Wing.

This Ministry formulates policies for road safety so as to minimise road accidents. The important schemes formulated and managed by the Road Safety Division / Section include publicity programmes, National Highways Accident Relief Service Scheme (NHARSS), refresher training to heavy vehicle drivers in unorganized sector, providing road safety equipments to States/UTs etc. The Ministry formed five separate working groups on four E's of Road Safety viz. (i) Education (ii) Enforcement (iii) Engineering (roads as well as vehicles) and (iv) Emergency care to deliberate in detail and submit their recommendations on short-term and long term measures for immediate implementation so as to curb road accidents in the country.

Source - [\*Roads Transports / Ministry of Road Transport & Highways, Government of India \(morth.nic.in\)\*](#)

## **OUR BUSINESS**

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 23 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 31 and 197 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this section, references to “Company”, “Our Company”, “we” or “us” mean Manglam Infra & Engineering Limited*

*Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

### **ABOUT US**

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 in the name and style of “Manglam Associates” pursuant to partnership deed dated February 17, 2010 between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma. The partnership firm was then converted into Public Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Manglam Infra & Engineering Limited vide Certificate of Incorporation dated July 20, 2023, was issued by the Registrar of Companies, Central Registration Centre. The corporate identification number of our Company is U43900MP2023PLC066771. The initial subscribers to the Memorandum of Association of our Company are Yogendra Kumar Singh, Ajay Verma, Nisha Singh, Seema Verma, Dinesh Kumar Tripathi, Munish Verma and Sanika Singh.

We are an infrastructure consultancy company, and our core business is providing project management consultancy services which includes detailed project reports (DPRs), Supervision and quality control (SQC), and operation & maintenance (O & M) for Highways/Roads, Bridges, Tunnels, Buildings/Urban development. We undertake various project independently as well as through Joint ventures and MoUs with other players in this industry. As on date of the Draft Red Herring Prospectus, we cater to various state governments of Madhya Pradesh, Jammu & Kashmir, Bihar, Arunachal Pradesh, Jharkhand, Himachal Pradesh, Uttar Pradesh, Manipur, Nagaland, Maharashtra, Assam, Rajasthan, Uttarakhand and Haryana and central government and have completed total 127 projects out of which 115 projects are undertaken on an independent basis and 12 projects are undertaken through Joint ventures and MoUs. Currently, we have 46 on-going projects out of which 25 projects are being undertaken on an independent basis and 21 projects are being undertaken through Joint ventures and MoUs. We are a team of more than 300 qualified professionals, with experience ranging between 7 to 15+ years. In alignment with our business requirements, we also occasionally engage third-party service providers for specific contracts on need basis.

Our Order Book, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of December 31, 2023, was ₹ 8858.83 Lakhs. Our total revenue and net profit as restated in the financial statements have shown positive CAGR in last three Financial Years. Our total revenue has increased from ₹ 2,212.13 lakhs for Fiscal 2021 to ₹ 3,478.14 lakhs for Fiscal 2023, at a CAGR of 25.29%. Our net profit as restated has increased from ₹ 161.81 lakhs for Fiscal 2021 to ₹ 554.16 lakhs for Fiscal 2023, at a CAGR of 85.06%.

Our promoters, Ajay Verma and Yogendra Kumar Singh collectively bring more than 33 years of technical experience to our organization in the field of Infrastructure Consultancy Engineering Services. Their role as the guiding force has been paramount in the successful execution of our business strategies over the years. Their industry knowledge, understanding, track record, and relationships within the sector have played a pivotal role in the growth of our business. Moreover, these attributes provide us with a competitive edge, enabling the expansion of our geographical footprint. Simultaneously, their strategic insights have empowered us to explore new avenues for future growth.

**Table set forth below are certain key operational and financial metrics for the periods indicated:**

<b>Particulars*</b>	<i>(₹ are in Lakhs, Except % mentioned)</i>			
	<b>As at September 30, 2023</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Revenue From operations (₹ in Lakhs)	1,479.66	3,441.88	2,581.16	2,173.06
Total Income (₹ in Lakhs)	1,489.63	3,478.14	2,678.36	2,212.13
EBITDA (₹ in Lakhs)	420.28	869.94	469.48	309.72
EBITDA Margin (%)	28.40%	25.28%	18.19%	14.25%
Profit/(loss) after tax for the year/ period (₹ in Lakhs)	265.52	554.16	332.96	161.81
Net profit Ratio/ Margin (%)	17.94%	16.10%	12.90%	7.45%
Return on Equity (ROE) (%)	22.84%	61.42%	53.46%	29.64%
Debt To Equity Ratio	0.28	0.22	0.24	0.37
Interest Coverage Ratio	21.92	14.20	9.89	3.74
ROCE (%)	23.46%	67.04%	54.04%	47.82%
Current Ratio	<b>1.38</b>	<b>1.27</b>	<b>0.97</b>	<b>0.82</b>

\* All figures are as per restated financial statements

The revenue and percentage of revenue from operations derived from our top clients is given below:

<b>Particulars*</b>	<i>(₹ in Lakhs)</i>							
	<b>As at September 30, 2023</b>		<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
Revenue from operations from Top five (5) Clients	1446.07	97.73%	3218.98	93.52%	2168.50	84.01%	1879.19	86.48%

\*As certified by the Peer Review Auditor, M/s Pawan Shubham & Co., Chartered Accountants vide certificate dated January 20, 2024.

### Geographical Presence

Manglam with its more than decade of experience in this industry has successfully gained to mark its presence in more than 10 states of India including Madhya Pradesh, Jammu & Kashmir, Bihar, Arunachal Pradesh, Jharkhand, Himachal Pradesh, Uttar Pradesh, Manipur, Nagaland, Maharashtra, Assam, Rajasthan, Uttarakhand and Haryana.

*(₹ in Lakhs)*

States	For the period ended September 30, 2023		FY 2023		FY 2022		FY 2021	
	Amount	%	Amount	%	Amount	%	Amount	%
Madhya Pradesh	467.45	31.59%	1344.77	39.07%	762.83	29.55%	858.00	39.48%
Nagaland	316.01	21.36%	815.72	23.70%	742.52	28.77%	610.68	28.10%
Maharashtra	12.02	0.81%	289.98	8.42%	255.09	9.88%	332.94	15.32%
Punjab	76.88	5.20%	181.79	5.28%	173.01	6.70%	153.82	7.08%
Arunachal Pradesh	76.10	5.14%	295.15	8.58%	221.11	8.57%	117.15	5.39%
Chhattisgarh	-	-	-	-	144.06	5.58%	78.43	3.61%
Jammu & Kashmir	-	-	56.26	1.63%	8.52	0.33%	22.05	1.01%
Uttar Pradesh	45.78	3.09%	47.93	1.39%	136.36	5.28%	-	-
Haryana	72.67	4.91%	135.77	3.94%	90.20	3.49%	-	-
Bihar	312.56	21.12%	267.12	7.76%	44.15	1.71%	-	-
Jharkhand	3.13	0.21%	7.41	0.22%	3.30	0.13%	-	-
Assam	71.53	4.83%	-	-	-	-	-	-
Meghalaya	25.53	1.73%	-	-	-	-	-	-
<b>Total Revenue from Operations</b>	<b>1479.66</b>	<b>100%</b>	<b>3441.88</b>	<b>100%</b>	<b>2581.16</b>	<b>100%</b>	<b>2173.06</b>	<b>100%</b>

## Business Verticals



The detailed write up about our business verticals are as follows:

**Detailed Project Report (DPR) services** in infrastructure offer a comprehensive analysis and strategic roadmap for large-scale projects. These services involve in-depth assessments of technical, financial, and environmental aspects, ensuring thorough feasibility and compliance. Skilled professionals, ranging from civil engineers to financial experts, contribute to the preparation of a well-rounded DPR. The report acts as a crucial decision-making tool for stakeholders, providing insights into project viability, risks, and potential impacts, facilitating informed and successful project execution.

**Supervision and quality control (SQC)** is like a quality supervision for infrastructure projects. It uses numbers and charts to keep a close eye on the construction processes. By doing this, SQC helps catch any mistakes or variations from the quality standards early on. It's a bit like having a safety net to make

sure that buildings, bridges, or roads meet the high-quality expectations we have for them, making our infrastructure safer and more reliable.

**Operation and Maintenance (O&M)** represent the ongoing care and management of the completed infrastructure. After the construction phase is over, the operation phase begins, ensuring that the project functions as intended. This involves activities like monitoring performance, handling repairs, and optimizing processes. Maintenance comes into play to preventing problems and keeping everything in good working order. O & M are about making sure that the infrastructure continues to serve its purpose effectively and efficiently over its lifespan.

Vertical and project wise revenue break up for the period ended September 30, 2023, and FY ended March 31, 2023, 2022 and 2021 is mentioned below:

Business Verticals	For the period ended September 30, 2023		FY 2023		FY 2022		FY 2021		(₹ in Lakhs)	
			Amount	%	Amount	%	Amount	%	Amount	%
<b>Detailed Project Report</b>										
Highways/Roads	18.05	1.22%	1,167.25	33.9 %	607.78	23.55%	218.41	10.50%		
Bridges	6.15	0.42%	10.84	0.31%	56.72	2.20%	-	-		
Buildings/Urban Development	-	-	17.19	0.50%	-	-	-	-		
<b>Supervision and quality control</b>										
Highways/Roads	603.38	40.78%	1,442.24	41.9%	1386.05	53.70%	1377.52	63.39%		
Bridges	530.98	35.89%	445.26	12.94%	135.44	5.25%	171.75	7.90%		
Buildings/Urban Development	28.71	1.94%	41.55	1.21%	131.95	5.11%	251.56	11.58%		
<b>Operational and maintenance</b>	<b>292.39</b>	<b>19.76%</b>	<b>317.56</b>	<b>9.23%</b>	<b>263.21</b>	<b>10.20%</b>	<b>153.82</b>	<b>7.08%</b>		
<b>Total</b>	<b>1,479.66</b>	<b>100%</b>	<b>3,441.88</b>	<b>100%</b>	<b>2581.16</b>	<b>100%</b>	<b>2173.06</b>	<b>100%</b>		

## OUR COMPETITIVE STRENGTH

### ➤ *Presence in diversified projects*

We have a presence across a spectrum of diversified projects, such as road/highway projects, bridges projects, tunnel projects, building and urban development projects. We provide consultancy services for a wide array of infrastructure projects, including detailed project reports (DPRs), Supervision and quality control (SQC), and operation & maintenance (O & M). In the realm of road and highway projects, we have consistently offered our expertise to ensure the successful planning, design, and execution of transportation networks. Bridging the gap in infrastructure development, we have been instrumental in the realization of various bridge projects. Our consultancy services encompass not only the design and engineering aspects but also supervision and quality control measures to uphold industry standards. The emphasis on quality control and supervision ensures the reliability and safety of these critical transportation arteries. Expanding our footprint further, we have actively contributed to building and urban development projects.

### ➤ *Wide range of services and proven track record of efficient services*

As an infrastructure consultancy engineering services, Manglam is engaged in providing design, engineering, procurement, construction, and integrated project management services. Our services include preparation of DPR and feasibility studies for infrastructure projects, Operations & Maintenance Works, Project Management Consultancy Services, Independent Consultancy, Project Planning, Designing, Estimation, Supervision and Quality Control, Consultancy Services for Authority Engineer for Supervision, Independent Engineer Services during Operation and Maintenance, Improvement and Development, Traffic and Transportation Engineering, Financial Analysis, Technical audits, Structural Audit, Inspection of bridges & Roads. Manglam has proven its existence in a range

of consultancy services in the diversified areas including Roads/Highways, Bridges, Industrial/Urban Development/Building/Warehousing, Tunnels and others:

<b>Projects*</b>	<b>Number of completed projects (December 31, 2023)</b>	<b>Number of On-going projects (December 31, 2023)</b>
Highways/Roads	71	23
Bridges	20	19
Tunnels	1	-
Buildings/Urban Development	35	4
<b>Total</b>	<b>127</b>	<b>46</b>

\*As certified by the Peer Review Auditor, M/s Pawan Shubham & Co., Chartered Accountants vide certificate dated January 20, 2024.

#### ➤ *Qualified employee base and proven management team*

We have proficient workforce, consisting of over 324 employees as of September 30, 2023, among whom 220 are Engineers. A substantial number of our team members, especially those in senior management roles, have demonstrated longstanding commitment to our organization. We recognize human capital as a paramount asset, with their technical expertise and skill sets providing us a distinct competitive edge in delivering various Infrastructure Consultancy services.

Our promoters, Ajay Verma and Yogendra Kumar Singh collectively bring more than 33 years of technical experience to our organization in the field of Infrastructure Consultancy Engineering Services. The synergy between our Board and our company has played a pivotal role in our sustained growth and positions us favorably to seize further opportunities for expansion.

#### ➤ *Consistent financial performance*

We are an infrastructure consultancy company, and our core business is providing project management consultancy services which includes design, engineering, procurement, construction and integrated project management services and we undertake various project independently as well as through Joint ventures. We have demonstrated consistent growth in terms of revenues and profitability. Our total revenue has increased from ₹ 2,212.13 lakhs for Fiscal 2021 to ₹ 3,478.14 lakhs for Fiscal 2023, at a CAGR of 25.29%. Our net profit as restated has increased from ₹ 161.81 lakhs for Fiscal 2021 to ₹ 554.16 lakhs for Fiscal 2023, at a CAGR of 85.06% in last 3 years.

Our ongoing projects, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of December 31, 2023, was ₹ 8858.83 Lakhs.

## OUR BUSINESS STRATEGIES

#### ➤ *Transition from a consultancy-focused business model to an integrated service provider*

As we evolve, our strategic focus will be shifting from solely providing infrastructure consultancy services to a more comprehensive approach that includes the execution of projects. This transition is guided by a set of business strategies aimed at broadening our scope and enhancing our capabilities in project execution. For this, we look to develop a holistic service model that integrates consultancy services with project execution, providing clients with end-to-end solutions and create synergies between our existing expertise in consultancy and project execution to offer seamless services. We are also looking to identify and establish strategic partnerships with construction and execution firms to leverage their expertise and resources in project implementation and forge alliances with industry leaders to enhance our project execution capabilities, tapping into their experience and best practices.

We are looking to invest in building internal capabilities for project execution, including hiring skilled professionals with hands-on experience in construction and project management and providing training programs for existing employees to ensure a smooth transition from consultancy to project execution. By implementing these strategies, we aim to successfully transition from a consultancy-focused business model to one that encompasses the execution of projects, providing clients with a comprehensive and integrated suite of services.

➤ ***Attract and retain talented employees***

We recognize the pivotal role of talented employees in our success, and we are dedicated to not only attracting senior professionals but also fostering an environment that encourages long-term commitment. We intend to implement more comprehensive training programs to enhance the skills and capabilities of our workforce, ensuring they are well-equipped for the demands of complex projects and providing them ongoing learning opportunities to encourage professional development and growth within the organization. Further, we also strive to further reduce the employee attrition rate by conducting thorough analyses of factors contributing to turnover and implementing targeted retention strategies. We also intend to regularly solicit feedback from employees to address concerns and continuously improve the work environment. We are also looking to prioritize the creation of a safer and healthier working environment to promote employee well-being and job satisfaction and invest in workplace safety measures and wellness initiatives to create an atmosphere that values the health and happiness of our workforce.

By prioritizing the attraction and retention of talented employees through these strategies, our Company aims to create a workplace culture that not only values and nurtures its workforce but also positions the organization as an employer of choice.

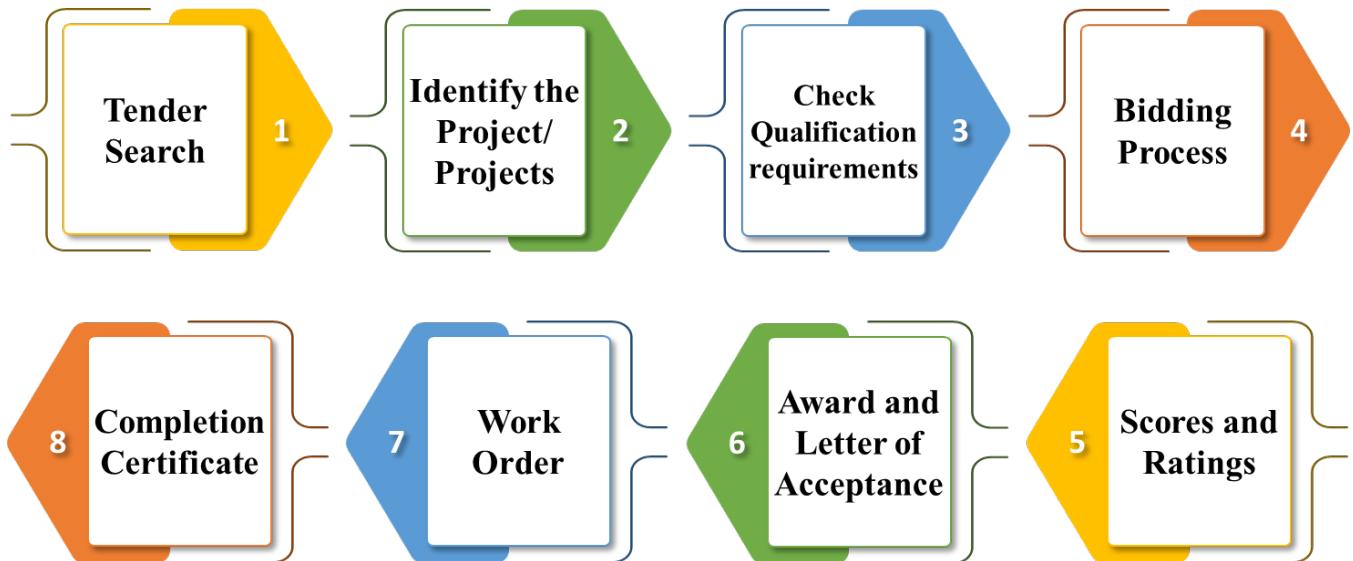
➤ ***Continue to develop and maintain relationships***

One of our strategy is to focus on both acquiring new clients and maintaining strong relationships with existing clients. For this, we are looking to do market research to identify potential clients and emerging opportunities and implement targeted outreach programs to connect with potential clients, showcasing our expertise and the value we bring to their projects. Also, we are looking to prioritize a client-centric approach, understanding their unique needs and tailoring our services to address specific requirements and foster open communication channels to actively listen to client feedback and continuously enhance our services based on their evolving needs.

➤ ***Further enhance our project execution capabilities***

One of the primary focus areas of our project execution strategy is the completion of our projects on schedule. We also intend to continue to focus on performance and project execution in order to maximize client satisfaction and margins. We leverage technologies, designs and project management tools to increase productivity. We seek to optimize operating and overhead costs to maximize our operating margins. We intend to continuously strengthen our execution capabilities by adding to our existing pool of employees, attracting new graduates from engineering colleges in India, and facilitating continuous learning with in-house and external training opportunities. We also seek to implement an enterprise resource planning (“ERP”) system for improved efficiency and better control over our project sites and offer our engineering and technical personnel a wide range of work experience, in-house training and learning opportunities by providing them with an opportunity to work on a variety of large, complex projects. We will also continue to focus on our health, safety and environmental management and quality management standards as we believe these elements of performance measurement have become important competition differentiators of contractors by potential clients.

**Process Flow Chart of Business Verticals:**



#### **Brief description of flow chart:**

##### **1. Tender Search:**

Research and identify official government websites that regularly publish infrastructure-related tenders. These may include national, state, and local government portals. Utilize online tender search engines and platforms dedicated to aggregating and listing government tenders. Departments often release tenders for projects related to highways, roads, bridges, and tunnels etc.

##### **2. Identify the Project/Projects:**

Identification of projects for infrastructure consultancy services involves a strategic and multifaceted approach encompassing various key areas, particularly in project management consultancy, detailed project report (DPR), and supervision and quality control (SQC).

##### **3. Check Qualification requirements:**

In order to qualify for infrastructure consultancy services, are typically required to meet criteria that attest to their professional competence, experience, and overall capacity, ensuring compliance with industry standards and regulations. Companies are expected to demonstrate a proven track record by showcasing their experience in successfully executing similar projects. This includes expertise in the specific technical domains related to the project, such as road design, structural engineering, urban planning, or other relevant disciplines. Financial stability is a crucial aspect, necessitating to exhibit financial health and capability to undertake the proposed project. Legal compliance, including licenses and permits, is imperative, alongside the provision of comprehensive insurance coverage, particularly professional liability insurance. Firms are evaluated based on their commitment to quality management systems, health and safety standards, and environmental compliance. The qualification process also considers the composition of the team, availability of necessary equipment and technology, The submission of a well-prepared proposal addressing all tender requirements, including references from previous clients, is a final key qualification element. Overall, these criteria ensure that selected consultancy firms possess the capabilities required for successful infrastructure project delivery.

##### **4. Bidding process:**

In the bidding process for infrastructure consultancy services as a consultant, actively participate by responding to Request for Proposals (RFPs) issued by government. This involves preparing a comprehensive proposal outlining technical expertise, relevant experience, proposed methodologies, and a competitive cost structure. Upon submission, the consultant's proposal undergoes evaluation, possibly including interviews, and the selection is based on a combination of technical competency and financial considerations. Technical and financial bids are submitted at the time of filing of tender on the portal or physically.

## **5. Scores and ratings:**

Each department assesses bidders based on their technical and financial proposals, assigning scores and ratings accordingly. The awarding criteria differ across departments, with the highest-rated technical proposal (H1) securing the tender when it comes to technical evaluation. On the financial side, the tender is awarded to the lowest bidder (L1). This dual evaluation approach ensures a balanced consideration of both technical excellence and cost-effectiveness in the selection of the winning bidder for the project.

## **6. Award and Letter of Acceptance:**

Award will be issued to the winning bidder by the concerned department. Letter of Acceptance (LOA) is issued to the bidder, to whom tender/ project is awarded. In LOA % of security deposit & Bank guarantee is mentioned, which has to be deposited by the bidder to the Department in the format mentioned in the RFP. After submission of Security Deposit & Bank Guarantee, the Agreement between the Bidder and the Department is executed within the time stipulated in the LOA.

## **7. Work order:**

Upon the execution of Agreement, the work order received by the company. The project will be started by the bidders and an invoice has to be issued to the department on monthly.

## **8. Completion certificate:**

Time of completion of project is mentioned in Agreement i.e. up to 3 months/ 24 months/36 months/ 3-5 yrs etc, as the case may be decided/extension by the department time to time if required. On completion, completion certificate & experience certificate is issued by the Department to the bidder and security deposit & bank guarantee is released/refunded.

## **COMPLETED PROJECTS**

The following table sets forth the details of top ten (10) completed projects in terms of revenue generated: -

Sr. No.	Description of Project/Contract	Clients	Fee Value (₹ In Lakhs)	Project Commencement	Project Completion
1.	Authority Engineer For Construction of 1210 m length pre -stressed /RCC bridge over Ravi River at village keerian -Gandial Distt Kathua (J&K) along with approach roads of length 7390m under interstate connectivity scheme for	PW(R&B) department, Jammu	486.09	June 08, 2016	August 25, 2018

<b>Sr. No.</b>	<b>Description of Project/Contract</b>	<b>Clients</b>	<b>Fee Value (₹ In Lakhs)</b>	<b>Project Commencement</b>	<b>Project Completion</b>
	the year 2015-16 in the state of jammu and kashmir				
2.	Consultancy Services for project management includeing preparation of Feasibility Study/ Detail project report of selected stste road stretches for NH connectivity to Backward Area / Religious /Tourist Places(BRT) scheme	NHAI	477.00	March 07, 2016	February 18, 2019
3.	Preparation of Feasibilty study (FS) detailed project report (DPR) on EPC mode for upgradation of main road Budhal-Mahore - Gul to NHDL specifications from KM 0.00 to KM 114.875 and artery from Mahore at KM 57.00 to KM 68.00 on RoadReasi - Arnas- Mahore (Net Length 125.875 Km) in 31 BRTF Area under project Sampark in J & K state.	BRTF Project Sampark	410.53	September 05, 2018	December 31, 2020
4.	DPR Consultancy for Bridge works under PMGSY -II, Package No. PMGSY-II/22, District Sagar, PIU Sagar-1&2. Nodal PIU Sagar-1.	MPRRDA	360.80	June 06, 2017	January 03, 2018
5.	Consultancy Services for Survey, Investigation, Study & Preparation of Detail Project Report for bridges having length more than 15 meter of Rural Road under PMGSY in Chhattisgarh. Package No. Group'B' Bhanupratappur Distt- Kanker.	CGRRDA	307.48	September 07, 2018	March 31, 2021

<b>Sr. No.</b>	<b>Description of Project/Contract</b>	<b>Clients</b>	<b>Fee Value (₹ In Lakhs)</b>	<b>Project Commencement</b>	<b>Project Completion</b>
6.	Supervision & Quality Control Consultancy of Bridge work on Percentage Rate basis under Pradhan Mantri Gram Sadak Yojna. Package No. SQC/Brg./7 Consultancy PIU Package Barwani-1&2, Burhanpur, Khargone 1&2 Nodal PIU Khargone-1.	MPRRDA	290.70	May 12, 2017	May 11, 2019
7.	Consultancy Services for Preparation of Detailed Project Report (DPR) for Up-gradation of MDR's in M.P. Package-III, Jabalpur, Zone-Jabalpur (M.P.)	MPPWD	271.88	April 12, 2018	July 15, 2018
8.	Consultant for Supervision and Quality Control (SQC) works during Construction and 5 years Operation and Maintenance for Water Supply Scheme of Industrial Area Dewas (MP)	MPAKVN Dewas	259.26	March 09, 2018	May 31, 2019
9.	Work Order for SQC Service of Buildings Works Under Construction in PWD. PIU Balaghat Distt. Balaghat (M.P.)	P.W.D. PIU Balaghat (M.P.)	194.87	October 23, 2017	November 20, 2020
10.	Consultant for preparation of DPR works for roads and bridges for URRDA	URRDA	194.81	January 20, 2018	January 19, 2020

## On-going Projects

The following table sets forth the break-up of our ongoing projects as on date of December 31, 2023:-

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
1	Consultancy Services for Authority's Engineer for Supervision of "Construction of Two Lane with Paved Shoulder of Joram-Koloriang Road (NH-713) in the state of Arunachal Pradesh under SARDP-NE on Engineering, Procurement & Construction (EPC) Mode.	Joram-Koloriang Road	20.02.18	1669.82	28%	Joint Venture
2	Consultancy Services for Authority's Engineer for Supervision of "Two lane with hard shoulders of Merangkong-Tamlu-Mon Road in state of Nagaland under SARDP-NE on EPC mode.	Merangkong-Tamlu-Mon Road	19.11.18	1940.62	35%	Joint Venture
3	Consultancy Services for Authority's Engineer for Supervision of "Two lane with hard shoulders of Pfutsero-Phek Road in state of Nagaland under SARDP-NE on EPC mode.	Pfutsero-Phek Road	20.11.18	1394.317	59%	Joint Venture
4	Consultancy Services for Authority's Engineer for Supervision of "Two-lane with hard shoulders of Chakabama-Zunheboto Road in state of Nagaland under SARDP-NE on EPC mode.	Chakabama-Zunheboto Road	01.06.19	1531.215	38%	Joint Venture

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
5	Consultancy for Independent Engineer Services during Operation & Maintenance stage of four laned Amritsar to Wagah Border in the state of Punjab on BOT (Annuity) Basis.	Amritsar to Wagah Border	22.10.18	824.7646	17%	Joint Venture
6	Consultancy for Independent Engineer Services during Operation & Maintenance period stage of 4 - laned Pathankot - Amritsar in the state of Punjab.	Pathankot - Amritsar	15.07.19	614.705	38%	Joint Venture
7	Consultancy Services for Supervision of (1) Operation & Maintenance of Four Lane Section of Prayagraj to UP/MP Border of NH-27 (New NH-30) in the state of UP. (2) Operation & Maintenance Naini Cable Stayed bridge with Approaches at Prayagraj in the State of UP. (3) Maintenance of Prayagraj Bypass Junction – Mungra Badshahpur Section in the State of Uttar Pradesh	NHAI Prayagraj	03.02.23	354.268	89%	Joint Venture
8	Supervision Consultant (SC) Services for Operation and Maintenance in Assam.”	NHAI Silchar	01.04.23	356.64	89%	Joint Venture
9	Supervision Consultant (SC) Services for Operation and Maintenance of Shillong Bypass along with Supervision of Construction of the New of Shillong Bypass,	NHAI Shillong Bypass	08.04.23	356.7	89%	Joint Venture
10	Independent Engineer (IE) Services for Operation and Maintenance of Ayodhya-Gorakhpur Section in the State of UP on OMT Basic	NHAI Gorakhpur	01.05.23	331.8	91%	Joint Venture

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
11	Supervision Consultant Services for Rectification work of Blackspot Location at Tihu Society Chowk and Changsari Madanpur and Operation and Maintenance).	NHAI Tihu	11.05.23	389.2	89%	Joint Venture
12	Suprevision Consultant (SC) Services for Rectification work of Blackspot Location at Dakoba Section and Operation and Maintenance	NHAI Daboka	01.06.23	366.675	98%	Joint Venture
13	Consultancy Services of Supervision Consultant for Operation & Maintenance of Sitarganj to Tanakpur Section in the State of Uttarakhand	NHAI Sitarganj	04.10.23	375	100%	Joint Venture
14	Supervision & Quality Control work in Various Building in Chhatarpur	MP PWD PIU Nowgoan	22.08.22	92.5125	85%	Independent
15	Appointment of Consulatnt for Supervision and Quality Control (SQC) works during Construction and 5 years Operation for Water Supply Scheme of Industrial Area Dewas .	MPIDC Dewas	09.03.2018	259.2556	13%	Independent
16	In Selection of Supervision and Quality Control Consultant (SQC) for Bebus Sunar 1 Multi Village Scheme (MVS) In Madhya Pradesh.	MP Jal Nigam Damoh	25.11.2022	334.7025	100%	Joint Venture

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
17	Consultancy Services for Authority's Engineer for Supervision of Rehabilitation & Upgradation to 2-lane with Paved Shoulders/4 Lane standards of National Highway Section-I: Patgaon-Khopoli Section I [Design Ch. Km 48+783 - 69+508] of NH-548A, Section II: Patgaon-Khopoli section II [Design Ch. Km 69+508 - 91+139] of NH-548A, in the state of Maharashtra on EPC Mode	Maharashtra Pac-I	22.10.18	340.1825	77%	Joint Venture
18	Consultancy Services for Authority's Engineer for Supervision of Rehabilitation & Upgradation to 2-lane with Paved Shoulders/4 Lane standards of National Highway Section-I: Shahpur-Patgaon Section I [Design Ch. Km 0+000-20+130] of NH-548A, Section II: Shahpur-Patgaon section II [Design Ch. Km 20+130-48+783] of NH-548A, in the state of Maharashtra on EPC Mode	Maharashtra Pac-II	22.10.18	341.53	77%	Joint Venture
19	Consultancy Services for Authority's Engineer for Supervision of Rehabilitation & Upgradation to 2-lane with Paved Shoulders/4 Lane standards of National Highway Section: Pune Raigad District Border to Mangaon [Ch 69+000 to 103+775] of NH-753F, in the state of Maharashtra on EPC Mode	Maharashtra Pac-III	22.10.18	263.5494	71%	Joint Venture

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
20	Consultancy Services for Project Management ,Supervision and Quality Control of Bridges on Rural Roads in the state of Bihar.	BRRDA Bihar	07.02.22	816	49%	Independent
21	Supervision & Quality Control Consultancy For Bridge Work under Pradhan Mantri Gram Sadak Yojna Nodal PIU- Jabalpur-2	MPRRDA Jabalpur	16.11.19	167.0625	3%	Independent
22	Supervision & Quality Control Consultancy For Bridge works, PIU- Sehore	MPRRDA Sehore	02.07.21	121.759	18%	Independent
23	Supervision & Quality Control Consultancy For Bridge Work under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Shivpuri-2	MPRRDA Shivpuri	01.10.21	104.8828	19%	Independent
24	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU-I Sagar	MPRRDA Sagar	12.01.23	130.0336	65%	Independent
25	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Chhindwara	MPRRDA Chhindwara	23.01.23	125.9721	85%	Independent
26	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Barwani	MPRRDA Barwani	31.03.23	99.75758	64%	Independent

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./ Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
27	, Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Betul-1	MPRRDA Betul	09.05.23	147.533	93%	Independent
28	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Khandwa	MPRRDA Khandwa	06.05.23	125.4027	94%	Independent
29	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Seoni	MPRRDA Seoni	17.07.23	110.3774	100%	Independent
30	, Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna, Nodal PIU- Balaghat-2	MPRRDA Balaghat-2	08.07.23	135.674	100%	Independent
31	Supervision & Quality Consultancy for Bridge Works Under Pradhan Mantri Gram Sadak Yojna (RCPLWEA & Other Works), Nodal PIU- Balaghat-1	MPRRDA Balaghat-1	27.07.23	180.5265	100%	Independent
32	Supervision & Quality Control Consultancy for works under Mandi Board Fund & other schemes, Distt. Damoh PIU- Damoh-1	MPRRDA Damoh-1	06.10.23	38.59958	100%	Independent
33	Supervision & Quality Control Consultancy for works under Mandi Board Fund & other schemes, Distt. Damoh PIU- Damoh-2	MPRRDA Damoh-2	06.10.23	26.54523	100%	Independent
34	Project Management Consultancy Services for Construction of Different Works Under PWD PIU Sagar MP	PWD Sagar	28.09.23	213.17	100%	Independent

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
35	Consultancy services for preparation of Detailed Project Report (DPR) for "Construction of double lane Highway from Langrh CO HQ of Kurung Kumey Dist. To Chayang Tajo ADC HQ, East Kameng Dist. Via Sangram SDO HQ, Nyapin ADC HQ and Phassang Circle HQ (L= 136.00 Km)in the state of Arunachal Pradesh	MoRTH- Kurung Kumey Dist. To Chayang Tajo	06-12-2021	385.7	90%	Joint Venture
36	Consultancy Services for preparation of DPR for construction of 2Laning of the Proposed Frontier Highway in the State of Arunachal Pradesh	MoRTH	11.03.2021	195.78	80%	Joint Venture
37	Consultancy Services for preparation of Feasibility study and Detailed Project Report for Construction of Bypass (Deoghar Bypass) in the State of Jharkhand	NHAI Deogher	10.02.2021	38.881	64%	Independent
38	Consultaney services for preparation of Detailed Project Report for Rehabilitation , Upgradation& Widening of existing Highway to Rigid Pavement with Paved Shoulder from Lonand -Shirval-Bhor ~Mandangad-Pchral Section Shindewadi Phata to VarandahGhat Dist Rorder	NH PWD Pune	08-02-2022	51.45428	60%	Joint Venture

Sr.	Description of Work	Site Location	Project Commencement month with year	Value of W.O./Fee Value (In Lakhs)	% of total work order outstanding	Independent /Joint venture
39	Consultancy services for feasibility study .preparation of detailed project report (DPR) and providing preconstruction services in respect of tuting-yartung-ekunji - emra valley - kangri= karpola road for construction and upgradation to 2 lane specifications of the road in the state of arunachal pradesh	BRO Arunachal Pradesh	26-07-2021	77.113	92%	Joint Venture
40	Construction rob in lieu of at railway in between kaparpura - kanti railway station	BRPNL Muzaffarpur	09-04-2019	19.83	90%	Independent
41	Construction rob in lieu of at railway between motipur mahwal railway station in between motipur sahebganj	BRPNL Muzaffarpur	09-04-2019	15.1	87%	Independent
42	Construction rob in lieu of At railway between muzaffarpur - narayanpur anant railway station	BRPNL Muzaffarpur	09-04-2019	12.97	85%	Independent
43	Construction rob in lieu of Ramdayalu nagar	BRPNL Muzaffarpur	09-04-2019	13.22	85%	Independent
44	Construction rob in lieu of Gobarsahi	BRPNL Muzaffarpur	09-04-2019	34.64	94%	Independent
45	Construction rob in lieu of at goraul	BRPNL Muzaffarpur	09-04-2019	12.43	100%	Independent
46	Construction rob with lhs in lieu of at siwan-siswan road	BSRDCL Bettiah	05-09-2019	48.94	81%	Independent

## **Utilities & Infrastructure facilities**

The offices are equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our offices are well equipped with requisite utilities and facilities including the following:

### **Power**

Our Company meets its power requirements in our offices from the local electricity supplier and the same is sufficient for our day-to-day functioning.

### **Water**

Our offices have adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

### **Information Technology**

We use an information management system to facilitate the flow of information among all our business functions, thereby ensuring quick decision making of key business processes and other routine functions. We aim to avoid duplication of efforts across different departments and thereby facilitating faster processing of work, payments and invoices. We also use our information management system to assist in day-to-day management, support strategic planning and help reduce operating costs by facilitating operational coordination across functional departments.

### **Competition**

We face competition from both organized and unorganized players in the market. We operate in a competitive atmosphere. We believe that our experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. Being a competitive market, there are number of competitors offering services similar to us. Moreover, some of our competitors may have greater resources than those available to us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include empanelment with Government Bodies, client relationships, reputation, and the relative quality and price of the services.

Pre-qualification is key to our winning major projects. Our net worth and track record qualify us to bid for a large number of the projects. To bid for some higher value contracts, we sometimes seek to form strategic alliances or joint ventures with other experienced and qualified companies. Further, with increased competition, our ability to estimate costs to provide services required under the contracts and ability to deliver the project timely will determine our profitability and competitive position in the market.

### **Employees**

As of December 31, 2023, we had employed 324 full-time employees at our locations and project sites. Our human resource is a mix of the experienced and young people which gives us the advantage of stability and growth, execution of services within time and quality. As of December 31, 2023, we have manpower in following categories:

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Employees</b>
1.	Top Management	18
2.	Finance and Accounts team	5

Sr. No.	Particulars	No. of Employees
3.	Engineering & Designing team	19
4.	Tendering team	10
5.	Admin	2
6.	Site work team	254
7.	General staff	16

### Insurance

We maintain insurance policies to cover risks related to our projects in accordance with the terms of our contracts/ projects and best industry practices. Our insurance policies include policies such contractors all risk policy, professional indemnity insurance policy workmen's compensation policy, public liability insurance policy and contractor plants and machinery policy. Further, we have taken Vehicle insurance policies to insure our vehicles. We believe that we maintain all material insurance policies that are customary for companies operating in similar businesses and as required under the work contract. We believe that our insurance policies insure us against various hazards that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage, professional indemnity. However, our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses.

### Properties

Following are the details of other immovable properties of the Company:

Sr. No.	Details of the properties	Description of properties	Area	Purpose of usage
1.	House no. 46, Nikhil Nestles Campus, Village Jethkhedi, Hoshangabad Road, Municipal Ward No. 54, Bhopal - 462026, Madhya Pradesh, India	Sale deed dated April 07, 2021, between Sarika Upadhyay and Rajiv Upadhyay (Seller) & Manglam Associates (Purchaser) at sum of ₹ 60.00 lakhs.	133.83 Sq. meter	Registered Office
2.	E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India	Rent agreement dated January 01, 2024, between Sunita Chaudhry and our company at rent of ₹ 31,200 p.m.	2600 Sq. Ft.	Corporate Office
3.	Unit No. B-315, Tower-B, 3 <sup>rd</sup> floor, Spaze Edge, Sohan Road, Sector-47, Gurgaon-122018, Haryana, India.	Lease deed dated September 05, 2023 between Dharam Financial Services Private Limited (Lessor) and our Company (Lessee) for a term of 11 months commencing from September 06, 2023 at ₹ 46,000 per month with security deposit paid of ₹ 92,000 and the said rent will increase by 5% eleventh months.	970 Sq. Ft.	Branch Office
4.	Residential Plot no.115, Ganesh Nagar Colony, Khasra Number 398,	Sale deed dated April 07, 2021, between Vedansh Maheshwari (Seller) &	167.28 sq. meter	Under Construction

<b>Sr. No.</b>	<b>Details of the properties</b>	<b>Description of properties</b>	<b>Area</b>	<b>Purpose of usage</b>
	400, 404, Village Bavadiya Kalan, Tehsil-Hazur, Bhopal, Madhya Pradesh, India	Manglam Associates (Purchaser) at sum of ₹ 41.40 lakhs.		
5.	Residential Plot no.116, Ganesh Nagar Colony, Khasra Number 398, 400, 404, Village Bavadiya Kalan, Tehsil-Hazur, Bhopal, Madhya Pradesh, India	Sale deed dated April 07, 2021, between Sewakram Sharma (Seller) & Manglam Associates (Purchaser) at sum of ₹ 41.40 lakhs.	167.28 sq. meter	Under Construction

### **Intellectual Property**

For details related to intellectual property, please refer to the section titled “*Government and other key approvals*” on page 212 of this Draft Red Herring Prospectus.

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The following description is a summary of certain key regulations in India which are applicable to the business and operations of our Company. The information detailed in this section has been obtained from publications available in public domain. The description of laws and regulations set forth 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. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

*For details of regulatory approvals obtained by us in compliance with the applicable regulations, see “Government and Other Key Approvals” beginning on page 212 of this Draft Red Herring Prospectus.*

### **INDUSTRY SPECIFIC REGULATIONS**

#### **National Highways Act, 1956**

The act provides for the declaration of certain highways to be national highways and for matters connected therewith. The Central Government is responsible for the development and maintenance of National Highways and may delegate any function relating to development of National Highways to the relevant state government in whose jurisdiction the National Highway falls, or to any officer or authority subordinate to the central or the concerned state government.

The Central Government may also enter into an agreement with any person (being, either an individual, a partnership firm, a company, a joint venture, a consortium or any other form of legal entity, Indian or foreign, capable of financing from own resources or funds raised from financial institutions, banks or open market) in relation to the development and maintenance of the whole or any part of a National Highway. Such agreement may provide for designing and building a project and operating and maintaining it, collecting fees from users during an agreed period, which period together with construction period is usually referred to as the concession period. Upon expiry of the concession period, the right of the person to collect fees and his obligation to operate and maintain the project ceases and the facility stands transferred to the central government.

#### **Mines and Minerals (Development and Regulation) Act, 1957**

The Mines and Minerals (Regulation and Development) Act, 1957 was proclaimed to provide for the regulation of mines and development of minerals under the control of the Union. The Act has been amended in 1972, 1986, 1994, 1999 and 2004 in keeping with changes in the policy on mineral development. It has been recently amended in 2016 to make fundamental changes. MMDR (Mines and Mineral Development Act 1957) is an Act of the parliament of India enacted to regulate the mining sector in India, it is amended in 2015 and 2016. This act is applicable to all mineral except minor mineral and atomic mineral. It details the process and conditions for acquiring mining or prospecting license in India, mining minor minerals comes under the purview of State Government. River sand is considered a minor mineral, for mining and prospecting in forest land, prior permission is needed from the Ministry of Environment and Forest.

#### **Gujarat Minor Mineral Concession Rules, 2010**

This Gujarat Minor Mineral Concession Rules, 2010 are applicable to the State of Gujarat. The rules came into force on August 27, 2010, as per the rules no person shall quarry, win, remove or carry away any minor mineral, in respect of the lands in which the mineral vest with the Government, except with the prior approval of Government of Gujarat. The quarry lease shall not be granted in respect of lands notified by the Government as reserved for use of Government, local authorities or for any other public or special purposes. When a quarry lease is granted by the government, the requisite lease deed shall be executed with the Gujarat Government. The quarry lease is granted by the government for an area upto

twenty hectares only. The length of an area held under a quarry lease shall not exceed four times its breadth. The boundaries of the area granted under a quarry lease shall run vertically downwards below the surface towards the centre of the earth. The period of quarry lease in case of ordinary sand, kankar, gravel or ordinary clay or brick earth shall not exceed ten years and the period of quarry lease in respect of all other minor minerals shall not exceed twenty years.

### **Other legislations relevant to the Infrastructure Sector**

In addition to the above, there are also certain other legislations that are relevant to the road sector which include the Road Transport Corporation Act, 1950, National Highways Rules, 1957, National Highways (Temporary Bridges) Rules, 1964, National Highways (Fees for the Use of National Highways Section and Permanent Bridge Public Funded Project) Rules, 1997, National Highways (Rate of Fee) Rules, 1997, National Highways Tribunal (Procedure) Rules, 2003, Central Road and Infrastructure Act, 2000, Central Road Fund (State Roads) Rules 2007 and Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015.

### **As per the analysis, the following General laws apply to the Company:**

#### **LABOUR LAWS**

India has extensive lab the related legislations. Certain other laws and regulations that may be applicable to the Company in India include the following which is an indicative list of labourlaws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees' Compensation Act, 1923;
- Workmen's Compensation Act, 1923;
- Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employees' State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Apprentices Act, 1961;
- Weekly Holidays Act, 1942
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991;

- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

### **THE INDUSTRIES (DEVELOPMENT AND REGULATION) ACT, 1951**

The industries (Development and Regulation) Act, 1951 ("Industries Regulation Act") is an act which governs the development and regulation of industries in India. The main objectives of the Industries Regulation Act are to empower the Government: - (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act applies to the 'Scheduled Industries' listed in the First Schedule of the Act. However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Ministry of Industries & Commerce through its Department of Industrial Policy & Promotion (DIPP). The DIPP is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain categories of industries require industrial licensing under the Industries Regulation Act. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion to obtain an acknowledgement.

### **THE BUREAU OF INDIAN STANDARDS ACT, 2016**

This Act provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto.

The Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Enabling provisions have also been made for making hallmarking of the precious metal articles mandatory.

### **SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013, aims to provide women protection against sexual harassment at the workplace, prevention of sexual harassment at the workplace and redressal of complaints of sexual harassment. The Act defines sexual harassment to include any unwelcome sexually determined behavior (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an 'internal complaints committee' at each office or branch, of an organization employing at least 10 employees. The government in turn is required to set up a local complaint committee at the district level to investigate complaints regarding sexual harassment from establishments where the internal complaints committee has not been constituted.

## **THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 ("EMPLOYEES PROVIDENT FUND AND MISCELLANEOUS PROVISIONS ACT")**

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees' Provident Fund Schemes, 1952;
- (b) The Employees' Pension Scheme, 1995; and
- (c) The Employees' Deposit-Linked Insurance Scheme, 1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

## **THE EMPLOYEES COMPENSATION ACT, 1923**

The Employees Compensation Act, 1923 (EC Act), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

## **THE EQUAL REMUNERATION ACT, 1976**

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

## **THE MATERNITY BENEFIT ACT, 1961**

The Maternity Benefit Act, 1961, as amended (Maternity Benefit Act) regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

## **THE PAYMENT OF BONUS ACT, 1965**

The Payment of Bonus Act, 1965 as amended (the Payment of Bonus Act) was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer has any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or ₹.100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to ₹. 1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

## **THE PAYMENT OF GRATUITY ACT, 1972**

The Payment of Gratuity Act, 1972 as amended (the Payment of Gratuity Act) provides for payment of gratuity to an employee at the time of termination of services. Payment of Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed ₹ 1,000,000.

## **THE PAYMENT OF WAGES ACT, 1936**

The Payment of Wages Act, 1936 (PWA) is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

## **INTELLECTUAL PROPERTY LAWS**

### **1. Trademarks Act, 1999 (TM Act)**

A trademark is used in relation to goods so as to indicate a connection 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.

### **2. Copyrights Act, 1957**

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 favoring 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.

### **3. Patents Act,1970**

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.

### **4. THE INFORMATION TECHNOLOGY ACT, 2000 (“Information Technology Act”)**

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

## **PROPERTY RELATED LAWS**

### **TRANSFER OF PROPERTY ACT, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by operation of law, is governed by the Transfer of Property Act, 1882. This 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. The Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:  
Sale, Mortgage, Charges, Leases etc.

### **REGISTRATION ACT, 1908 (THE “REGISTRATION ACT”)**

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence

of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

### **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 a court of law 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.

### **INDIAN EASEMENTS ACT, 1882 (THE “EASEMENT ACT”)**

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land, and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property, which use in the absence of such right would be unlawful. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

### **THE RIGHT TO FAIR COMPENSATION AND TRANSPARENCY IN LAND ACQUISITION, REHABILITATION AND RESETTLEMENT ACT, 2013 (“2013 LAND ACQUISITION ACT”)**

The 2013 Land Acquisition Act has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the 2013 Land Acquisition Act, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Maharashtra) Rules, 2014 have been notified which frame rules in relation to inter alia the consent process, the compensation mechanism and rehabilitation and resettlement.

## **STATE LAW**

### **URBAN DEVELOPMENT LAWS**

State legislations provide for the planned development of urban areas and the establishment of regional and local development authorities charged with the responsibility of planning and development of urban areas within their jurisdiction. Real estate projects have to be planned and developed in conformity with the norms established in these laws and regulations made thereunder and require sanctions from the government departments and developmental authorities at various stages. For instance, in certain states such as Haryana, for developing a residential colony, a license is required from the relevant local authority. Where projects are undertaken on lands which form part of the approved layout plans and/or fall within municipal limits of a town, generally the building plans of the projects have to be approved by the concerned municipal or developmental authority. Building plans are required to be approved for each building within the project area. Clearances with respect to other aspects of development such as fire, civil aviation and pollution control are required from appropriate authorities depending on the nature, size and height of the projects. The approvals granted by the authorities generally prescribe a

time limit for completion of the projects. These time limits are renewable upon payment of a prescribed fee. The regulations provide for obtaining a completion/occupancy certificate upon completion of the project.

### **AGRICULTURAL DEVELOPMENT LAWS**

The acquisition of land is regulated by state land reform laws which prescribe limits up to which an entity may acquire agricultural land. Any transfer of land which results in the aggregate land holdings of the acquirer in the state exceeding this ceiling is void, and the surplus land is deemed, from the date of the transfer, to have been vested in the state government free of all encumbrances. When local authorities declare certain agricultural areas as earmarked for townships, lands are acquired by different entities. After obtaining a conversion certificate from the appropriate authority with respect to a change in the use of the land from agricultural to non-agricultural for development into townships, commercial complexes etc., such ceilings are not applicable. While granting licenses for development of townships, the authorities generally levy development/ external development charges for provision of peripheral services. Such licenses require approvals of layout plans for development and building plans for construction activities. The licenses are transferable on permission of the appropriate authority. Similar to urban development laws, approvals of the layout plans and building plans, if applicable, need to be obtained.

### **ENVIRONMENTAL REGULATIONS**

#### **THE ENVIRONMENT PROTECTION ACT, 1986 ("ENVIRONMENT PROTECTION ACT")**

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a framework for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

#### **AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981**

Air (Prevention and Control of Pollution) Act 1981 was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

#### **THE NOISE POLLUTION (REGULATION & CONTROL) RULES 2000 ("NOISE REGULATION RULES")**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, hospitals, etc. The rules also assign regulatory authority for these standards to the local district. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

#### **WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974**

The Water (Prevention and Control of Pollution) Act 1974 was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

### **NATIONAL ENVIRONMENTAL POLICY, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to the national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure better livelihoods of people from the fact of conservation, than from degradation. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resources Use
- Environmental Governance
- Enhancement of Resources for Environmental Conservation

### **IN GENERAL**

#### **COMPANIES ACT, 2013**

The Companies Act, 2013 deals with 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 provisions of this act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

#### **FOREIGN EXCHANGE MANAGEMENT ACT, 1999**

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route,

approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer or issue security by a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

## **THE COMPETITION ACT, 2002**

The Competition Act, 2002 (the Competition Act) prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds.

There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

## **CONSUMER PROTECTION ACT, 2019 (COPRA)**

The Consumer Protection Act, 2019 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

## **THE INDIAN CONTRACT ACT, 1872 (“CONTRACT ACT”)**

The Contract Act 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

## **INDUSTRIAL DISPUTES ACT, 1947 (“ID ACT”) AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957**

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The 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 lab the legislations, whilst those persons who have been classified as managerial employees and earning salary beyond 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. The ID Act 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 lockouts, closures, lay-offs and retrenchment.

## **TAXATION LAWS**

### **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 resource 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.

### **GOODS AND SERVICES TAX**

The Constitution (One Hundred and First Amendment) Act, 2016 which received presidential assent on September 8, 2016 paved the way for introduction of goods and services tax (GST) by making provisions with respect to goods and services tax.

GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

### **TAXES ON PROFESSIONS, TRADES, CALLINGS AND EMPLOYMENTS**

Every person engaged in any profession, trade, callings and employment is liable to pay tax at the rate prescribed by the respective state government. It is considered necessary to levy tax on profession, trade callings and employment in order to augment state revenues. Every state is empowered by the Constitution of India to make laws relating to levy of taxes on professions, trades, callings and employments that shall serve as the governing provisions in that state.

### **THE SHOPS AND ESTABLISHMENT ACT**

The Company has its registered and corporate office in the state of Madhya Pradesh and its branch office in the state of Gurgaon. Accordingly, the provisions of the Shops and Establishments Act are applicable to the Company. The provision of the Act regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally formed as partnership firm under the Indian Partnership Act, 1932 in the name and style of “Manglam Associates” pursuant to partnership deed dated February 17, 2010, between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma having its principal place of business at H.NO.46, Nikhil Nestles Jatkedi, Hoshangabad road, University (Bhopal), Bhopal, Huzur, Madhya Pradesh-462026, India on the terms and conditions contained in the said partnership deed. Further, the partnership firm was converted into Public Limited Company “Manglam Infra & Engineering Limited” on July 20, 2023, pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The CIN of the Company is U43900MP2023PLC066771. Seema Verma, Yogendra Kumar Singh, Nisha Singh, Ajay Verma, Dinesh Kumar Tripathi, Munish Verma and Sanika Singh were the initial subscribers to the Memorandum of Association (MOA) of our Company. For further details of our Promoters please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 161 of this Draft Red Herring Prospectus.

### Changes in the Registered Office of our company since Incorporation

Currently, the Registered Office of our Company is situated H.NO.46, Nikhil Nestles Jatkedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India. There are no change in registered office of our Company since inception till filing of this Draft Red Herring Prospectus.

### Major Events in the History of our Company

Year	Key Events / Milestone / Achievements
2010	Business started in the name “Manglam Associates” as Partnership Firm Received first work order for preparation of detailed project report and supervision and quality control consultancy for construction of rural roads under gram sampark sadak yojna, for the consultancy services package no. (a) CS-3101 in Betul; (b) CS-3001, Raisen; and (c) CS-3301, Jabalpur, Madhya Pradesh., by rural engineering services.
2012	Received work order for preparation of DPR for Pipraiya to Nayagaon road project
2014	Received work order in Consultancy services for preparation of Slum-free City plan of action and DPRs for 1 <sup>st</sup> year slums in Nagar Palika Vidisha under Rajiv Awas Yojana
2017	Received work order for Consultancy Services (Carrying out Environmental & Social Impact study & Economical Analysis) for Construction of High level bridges on State Highways & MDR’s in Madhya Pradesh
2018	Received work order for Authority’s Engineer for supervision of 2 lane with hard shoulders of pfutserophek road, in the state of Nagaland, under SARDP-NE on EPC mode, in association
2019	Procured ISO certification 9001:2015 for providing consultancy services for (engineer, planners, project management, supervision, quality control) specializing in highway, bridges, airports, urban and regional infrastructure development, water resources development and management, traffic and transportation, ports and tourism, institutional strengthening and capacity building, social economic and environmental impact assessment, in the name of “Manglam Associates”
2023	Conversion of partnership into Public Limited Company in the name and style of “Manglam Infra & Engineering Limited”

### Awards & Recognitions

Year	Key Events / Milestone / Achievements
2017	Performance Certificate by District Magistrate for outstanding performance and valuable contribution to the project supervision and quality control consultancy services of collectorate building works at Ashoknagar district, Madhya Pradesh
2021	Certificate from Consultants Review 10 Most Promising Environmental Consultants -2021

### **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 succeed or takeover as a going concern, the business now being carried on by M/S MANGLAM ASSOCIATES a partnership Firm, having its principal place of business at 46, NIKHIL NESTLES, JATKHEDI, HOSHANGABAD ROAD, BHOPAL M.P. 462026 IN along with all assets, liabilities, rights, licenses, obligation and entitlements including properties. Amendments to the Memorandum of Association of our company since incorporation.
2. To carry on in India or elsewhere, either alone or jointly with one or more persons, local or other government/private bodies the business of providing all kind of advisory and consultancy services related with infrastructure, environment, water supply and sanitation, industrial planning urban designing, urban planning housing & Project Management, civil designing, construction management including civil, mechanical, electrical, Design & Consulting, Prototyping, Valve engineering, Test and Validation, Engineering Process Services, planners, estimator and reports provider, Sourcing support, Maintenance, back office services, Sustenance & After Market Support, Electrical and Electronics hardware and software, Technical Publications, Detail design Engineering and Asset Information Management and all other types of erection, commissioning projects, prepare project reports, project trading and execution of projects on turnkey basis and carry out engineering, procurement and construction contracts and turnkey contracts including design services for all types of building, infrastructure and urban development projects for private and government agencies. The Company may also provide End to End Consultancy including Marketing and Strategic Advisory Services to its Clients in India and outside India.
3. To act as Consultants for construction of buildings and all types of constructed properties, purchase of property and for maintenance thereof and also to act as Consultants and Advisors for the establishment, operation and improvement of hotels, restaurants, refreshment rooms, canteens, cafeterias, motelier, road house, auto court, tavern, inn, caravansary, apartment, pension, bungalow, saloon club house, grill room, coffee house, canteen, cafe, bar, ale house, skating ring, discotheque and other like places in India and Outside India.
4. To provide services by using GIS and/or any other similar software with physical planning, infrastructure planning and mapping projects including base map preparation, land cover mapping and land use mapping including data structures for creation of a good and effective spatial data, Digitization of parcel/cadastral maps, feature extraction from high resolution satellite imageries, attribute data processing to Government Organizations, consulting Firms, developers, builders, companies, corporate, association of persons in India and outside India.
5. To carry on in India and abroad the business and to act as representative, agent, serviceman, middleman, arbitrator, conciliator, secretary & solicitor, advisor, consultant, civil engineer, architectural engineer, interior decorator, supervisor, administrator, contractor, subcontractor and manager of all types of consulting an developmental work in all its branches on all matters and problems relating to turnkey projects, engineering, construction, business management,

corporate management.

#### **Amendments in Memorandum of Association:**

There have been no amendments in the Memorandum of Association of our Company since its inception.

#### **Other details regarding our Company**

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, marketing, competition and foreign operations, please refer to the chapter titled “*Our Business*”, “*Our Management*” and “*Industry Overview*” on page 104, 143 and 94 respectively of this Draft Red Herring Prospectus.

#### **Capital Raising (Debt/Equity)**

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 65 of this Draft Red Herring Prospectus.

#### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

#### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Draft Red Herring Prospectus.

#### **Defaults or rescheduling of borrowing with financial institutions/banks**

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks in respect of borrowings of our Company.

#### **Changes in the activities of our Company during the last five years**

There has been no change in the business activities of our Company during the last five years from the date of this Draft Red Herring Prospectus.

#### **Promoters of our Company**

The Promoters of our Company are Ajay Verma, Seema Verma, Nisha Singh and Yogendra Kumar Singh. For details, see “*Our Promoters and Promoter Group*” beginning on page 161 of this Draft Red Herring Prospectus.

#### **Details of holding company**

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

#### **Details of subsidiary or associate company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or

associate company as on the date of filing of this Draft Red Herring Prospectus.

### **Number of shareholders of our Company**

Our Company has 7 (Seven) shareholders as on the date of filing of this Draft Red Herring Prospectus.

### **Shareholders Agreements**

Our Company has not entered into any shareholders agreements as on the date of this Draft Red Herring Prospectus.

### **Other Agreements**

Our Company has not entered into any specific or special agreements except that have been entered into in Ordinary course of business as on the date of filing of this Draft Red Herring Prospectus.

### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

### **Joint Ventures/Collaborations**

As on the date of this Draft Red Herring Prospectus, our Company does not have any incorporated joint venture.

### **Unincorporated joint ventures**

Our company periodically engages in various joint venture agreements, associated consultants, and Memoranda of Understanding (MOUs) for the purpose of bidding on and executing projects. These collaborations are business joint ventures and not incorporated entities. Consequently, no capital contributions have been made specifically for project execution, and the responsibilities for the respective works are accounted for individually by the members of the joint venture.

As of the date of this Draft Red Herring Prospectus, aside from the details outlined below, our company does not have any joint ventures that have been awarded projects.

<b>Sr. No.</b>	<b>MOU/JVs</b>	<b>Parties</b>	<b>MOU/JV /Associated Consultants dated</b>	<b>Type of Project and Location</b>
1.	MOU	Almondz Global Infra- Consultant Limited & Manglam Associates*	November 23, 2017	Consultancy Services for supervision & Quality Control (MPRCP-WB) NIT No. 17207/22/D-12/SQC-MPRCP-WB/SQC-PMGSY/17 Bopal dated July 17, 2017
2.	MOU	Almondz Infrastructure Consultants and Manglam Associates*	July 31, 2017	Consultancy Services for supervision and Quality control of Roads/ Bridge Works in Jabalpur, Narsinghpur-1 & 2, Panna-1 & 2, Raisen- II, Rajgarh-1,

<b>Sr. No.</b>	<b>MOU/JVs</b>	<b>Parties</b>	<b>MOU/JV /Associated Consultants dated</b>	<b>Type of Project and Location</b>
				Rajgarh-2, Vidisha-1, Vidisha-2
3.	JV/ Consortium Agreement	Almondz Infrastructure Consultants and Manglam Associates*	January 05, 2021	Survey investigation and preparation of DPR for upgradation of rural roads including CDs, constructed under CMGSY (MPRCP) in Madhya Pradesh. No./17583/22/D-12/DPR-WB/MPRRDA/20, Bhopal dated-November 23, 2020
4.	MOU	Almondz Global Infra- Consultant Limited and Manglam Associates**	April 16, 2018	Consultancy services for authority's engineer for supervision of Twolane with hard shoulders
5.	Agreement	Highway Engineering Consultant and Manglam Associates**	February 15, 2018	Consultancy services for Authority's Engineer for Supervision for Construction of Two-laning of Joram-Koloriang Road (NH-713)
6.	Agreement	Almondz Infrastructure Consultants and Manglam Associates**	April 16, 2018	Consultancy services for authority's engineer for supervision of Twolane with hard shoulders of Merangkong- Tamlu- Mon Road
7.	MOU	L N Malviya Infra Projects Private Limited and Manglam Associates#	February 10, 2018	Independent Engineer Services during operation and maintenance stage of four laned Amritsar to Wagah Border Section of NH-1
8.	Agreement	L N Malviya Infra Projects Private Limited and Manglam Associates**	August 08, 2018	Independent Engineer during operation and maintenance stage of four laned Amritsar to Wagah Border Section of NH-15
9.	MOU	Almondz Global Infra- Consultant Limited and Manglam Associates**	July 21, 2018	Consultancy services for authority's engineer for supervision of Twolane with hard shoulders of Chakabama-Zunheboto Road
10.	MOU	MSV International Inc. and Mangalam Associates**	September 06, 2022	Independent Engineer services for operation and maintenance of Ayodhya- Gorakhpur Section of NH-28 (New NH-27)
11.	Power of Attorney	MSV International Inc.**	May 09, 2023	Supervision Consultant services of rectification work of blackspot location at

Sr. No.	MOU/JVs	Parties	MOU/JV /Associated Consultants dated	Type of Project and Location
				Daboka section and O&M of packages
12.	Power of Attorney	MSV International Inc.**	March 21, 2023	Supervision Consultant services for operation and maintenance of Shillong Bypass along with supervision of construction of new bridge of Shillong Pass
13.	MOU	MSV International Inc. and Manglam Associates**	August 29, 2022	Supervision Consultant services for operation and maintenance of package AS-01 (Balachera to Silchar) NH-54 (New NH-27) in Assam, package AS-23 (Maibong to Narimbanglo) NH-54 (New NH-27) in Assam
14.	Power of Attorney	MSV International Inc.**	May 09, 2023	Supervision Consultant services of rectification work of blackspot location at Tihu, Society Chowk and Changsari Madanpur and operation and maintenance of packages AS-06, AS-05, AS-04 and AS-28
15.	MOU	MSV International Inc. and Manglam Associates**	March 25, 2022	Consultancy services for supervision consultant services for operation and maintenance of Four lane section of Prayagraj to UP/MP Border of NH-27 (New NH-30) in state of UP, Operation and maintenance of Naini Cable stayed bridge on NH-27 (New NH-30) at Prayagraj in state of UP, Maintenance of Prayagraj Bypass Junction-Mungra Badshahpur Section of NH-319D in UP

\*The parties involved have agreed upon Profit sharing arrangement with ratio of 50:50

# The parties involved have agreed upon Profit sharing arrangement with ratio of 75:25 (LN:Manglam)

\*\* The profit-sharing ratio between the parties has been mutually determined and agreed upon.

### Strategic and financial partnerships

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus. For details related to business activity please refer to the chapter titled “Our Business” on page 104 of this Draft Red Herring Prospectus.

### Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement, as on the date of filing this Draft Red Herring Prospectus.

**Launch of key products or services, entry or exit in new geographies.**

For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 104 and “*Objects of the Issue*” on page 75 of this Draft Red Herring Prospectus.

**Time and Cost Overruns in Setting-up Projects**

There are no Time and Cost Overruns in Setting-up Projects.

**Lock-out or strikes.**

There have been no lock-outs or strikes in our Company since inception.

**Changes in the Management**

For details of change in management, please see chapter titled “*Our Management*” on page 143 of the Draft Red Herring Prospectus.

**Changes in accounting policies in last three (3) years**

As in the reporting period of restated financials, the company was a partnership firm and accordingly, was not following the provisions of the Companies act, 2013, as the case may be, in respect of rates of depreciation charged on fixed assets. However, in restated financials, the company has adopted the method and rates of depreciation in terms of Schedule II of companies act, 2013, as applicable in respective financial year. The company has recalculated the depreciation since financial year 2019-20 and accordingly, retrospective impact has been given in the restated financials.

**Guarantees provided by our Promoters.**

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 205 of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

Our Company currently has 6 (six) directors on its Board, including three independent directors and one women director. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 280 of this Draft Red Herring Prospectus.

### **Board of Directors**

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
<b>Ajay Verma</b>	43	<b>Public Limited Companies:</b>
<i>Father's Name:</i> Bua Ditta Verma		1. Manglam & Manglam Limited
<i>Designation:</i> Managing Director		<b>Private Limited Companies:</b>
<i>DIN:</i> 07129690		1. Presvels Private Limited
<i>Date of birth:</i> February 15, 1980		2. Sarthak Technocraft Private Limited
<i>Address:</i> A-23, Nirupam Royal palms, Jatkchedi Hoshangabad Road, Bhopal, Huzur, Bhopal-462026, Madhya Pradesh, India.		3. Astrom Polymer Private limited
		4. Avys Engineering Private Limited.
<i>Occupation:</i> Business		<b>Foreign Companies:</b>
	Nil	
<i>Nationality:</i> Indian		
<i>Original Date of Appointment:</i> July 20, 2023, as Executive Director of the company		
<i>Date of Re-designation:</i> December 01, 2023 as Managing Director of the Company		
<i>Current Term:</i> 3 years w.e.f. December 01, 2023		
<b>Yogendra Kumar Singh</b>	51	<b>Public Limited Companies:</b>
<i>Father's Name:</i> Alakh Deo Singh		1. Manglam & Manglam Limited
<i>Designation:</i> Whole Time Director		<b>Private Limited Companies:</b>
<i>Date of birth:</i> October 22, 1972		1. Millenium Bottlers and Distillers Private Limited*
<i>DIN:</i> 03551106		2. Millenium Liquors Private Limited*
		<b>Foreign Companies:</b>

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
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**Address:** 54, Nikhil Nestles, Jatkherdi, Hoshangabad Road, Bhopal, Huzur, Bhopal - 462026, Madhya Pradesh, India.

**Occupation:** Business

**Nationality:** Indian

**Original Date of Appointment:** July 20, 2023, as Executive Director of the company

**Date of Re-designation:** December 01, 2023 as Whole Time Director of the Company

**Current Term:** 3 years w.e.f. December 01, 2023.

<b>Divyani Singh</b>	30	<b>Public Limited Companies:</b>
<b>Father's Name:</b> Ajit Singh		Nil
<b>Designation:</b> Non-Executive and Non-Independent Director		<b>Private Limited Companies:</b>
<b>DIN:</b> 10352857		Nil
<b>Date of birth:</b> September 04, 1993		<b>Foreign Companies:</b>
<b>Address:</b> Karma Road, Aurangabad-824101, Bihar, India.		Nil
<b>Occupation:</b> Professional		
<b>Nationality:</b> Indian		
<b>Original Date of Appointment:</b> October 15, 2023		
<b>Current Term:</b> Liable to retire by rotation.		
<b>Vijay Kumar Amar</b>	75	<b>Public Limited Companies:</b>
<b>Father's Name:</b> Radha Krishna Amar		Nil
<b>Designation:</b> Non- Executive Independent Director		<b>Private Limited Companies:</b>
<b>DIN:</b> 07129656		Nil
<b>Date of birth:</b> January 01, 1949		<b>Foreign Companies:</b>
		Nil

Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
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**Address:** H. No.-9-10, C.I.Enclave, Chuna Bhatti, Kolar Road, Huzur, Bhopal, -462016, Madhya Pradesh, India.

**Occupation:** Self-employed

**Nationality:** Indian

**Original Date of Appointment:** October 15, 2023

**Current Term:** 5 years w.e.f. October 15, 2023

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<b>Vinod Chandra Semwal</b>	64	<b>Public Limited Companies:</b>
<b>Father's Name:</b> Mukadi Ram Semwal		Nil
<b>Designation:</b> Non- Executive Independent Director		<b>Private Limited Companies:</b>
<b>DIN:</b> 03100338		Nil
<b>Date of birth:</b> May 01, 1959		<b>Foreign Companies:</b>
<b>Address:</b> D-4/1, Char Imli, Ravi Shankar Nagar, Bhopal-462016, Madhya Pradesh, India		Nil
<b>Occupation:</b> Professional (Retired IAS Officer)		
<b>Nationality:</b> Indian		
<b>Original Date of Appointment:</b> October 15, 2023		
<b>Current Term:</b> 5 years w.e.f. October 15, 2023		
<b>Sanjay Chaudhary</b>	62	<b>Public Limited Companies:</b>
<b>Father's Name:</b> Chintaman Rao Chaudhary		Nil
<b>Designation:</b> Non- Executive Independent Director		<b>Private Limited Companies:</b>
<b>DIN:</b> 10344415		Nil
<b>Date of birth:</b> January 11, 1961		<b>Foreign Companies:</b>
<b>Address:</b> 04, Amaltas Phase-2, Kolar Road, Chuna Bhatti, R.S. Nagar, Bhopal-462016, Madhya Pradesh, India.		Nil

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Name, Father's Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term	Age (years)	Other directorships
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**Occupation:** Professional (Retired IPS Officer)

**Nationality:** Indian

**Original Date of Appointment:** October 15, 2023

**Current Term:** 5 years w.e.f. October 15, 2023

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\* *Strike off*

### Brief profiles of our directors

**Ajay Verma**, aged 43 years, is the Promoter and Managing Director of our company. He was partner of M/s Manglam Associates since its inception. He has been an integral part of our organization since 2010. He holds a Bachelor of Engineering from and Master of Technology in Civil Engineering from NIILM University, Kaithal. He has over 13 years of experience in this infrastructure consultancy services. He specializes in liaising with both government and non-government entities and has been involved in projects of various scales, EPC/ Build-operate-transfer/Annuity/Public-private partnerships/Bill of Quantities Based/ and state corporations.

**Yogendra Kumar Singh**, aged 51 years, is the promoter, chairman and whole-time director of our company. He was partner of M/s Manglam Associates since its inception. He holds a Diploma Bachelor degree of Industrial and Civil engineering and degree of Master of Science in Engineering from Donbas State Academy of Civil Engineering and Architecture. He has more than 25 years of experience in the field of infrastructure consultancy services. He looks after overall supervision work of the project which includes Supervision and monitoring progress of work, Planning and programme of the work, review progress of work, provide suggestion to expedite the progress of work. Previously he was associated with, Valecha Engineering Limited, Nirvana Earth Movers and M/s Deo Construction and BSC-RBM-PATI (Joint Venture)

**Divyani Singh**, aged 30 years, is Non-Executive Director of our company. She has been associated as Non-executive director with our company since October 15, 2023. She holds a Bachelor of Engineering (Information Technology) and master's in technology (Computer Science & Engineering) degree from University of Technology of Madhya Pradesh. She has pursued additional certifications in C and C++ Programming, Java desktop technologies, Industrial training on Cloud Computing and Certified information Security Specialist. Also, she has been acknowledged with a Certificate of Publication for her work on "Efficient Image Compression using Reverse Bio-Orthogonal Wavelet Filtering with Hard Thresholding" and "extensive review on color image compression methods". Previously, she worked with Sirius Foods Private Limited as Technical Coordinator in Grade-SFE.

**Vijay Kumar Amar**, aged 74 years, is the Non- Executive Independent Director of our company. He has been associated with our company w.e.f. October 15, 2023. He holds a Bachelor of Engineering (Civil) degree from Vikram University, Ujjain and Master of Technology in Foundation Engineering from Maulana Azad National Institute of Technology, Bhopal. He has over 40 years of extensive in the areas of planning, designing, project management, construction, supervision, restoration rehabilitation, upgradation and maintenance of highways & bridges. He has been functioning in the capacity of a consultant through Mangalnirmaan Engineering Solutions LLP. Previously, he worked with, Office of the Chief Engineer Bhopal Zone, National Highways Zone and Sagar Zone.

**Vinod Chandra Semwal**, aged 64 years, is the Non-Executive Independent Director of our Company. He has been associated with our company w.e.f. October 15, 2023. He holds the Master of Arts (Ancient History) degree from University of Allahabad and Master of Business Administration from University of Ljubljana. He has more than 30 years of experience. He has held various distinguished positions in the government department.

**Sanjay Chaudhary**, aged 62 years, is the Non- Executive Independent Director of our company. He has been associated with our company w.e.f. October 15, 2023. He holds a degree of Bachelor of Engineering (Mechanical) from Jiwaji University, Gwalior and a Master of Arts Public Administration degree from Syracuse University and Master of Technology in Management E'Systems from Indian Institute of Technology Delhi. He has more than 37 years of experience public service as a Govt. of India officer of the All-India Services (AIS). He retired as the Director General of Police, Madhya Pradesh. Throughout his career, he has received professional honors, including the Police Medal for Gallantry, President's Medal for Meritorious Services, President's Medal for Distinguish Services. Additionally, he has been awarded. President's Excellence award in promoting Sports in MP and the CM'S Excellence Award for Sports promotion. He specializes in public administration, police administration, conflict resolution arbitration and Crisis management.

**Confirmations:**

**a) Details of directorship in companies suspended or delisted.**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

**b) Family Relationship between the Directors**

Except as stated below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

Name	Relationship
Yogendra Kumar Singh and Divyani Singh	Divyani Singh is Spouse's Sister's daughter (niece) of Yogendra Kumar Singh

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

- d)** None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- e)** None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f)** None of the Promoters or Directors has been or is involved as a promoter or directors of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

### **Borrowing Powers**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on November 10, 2023 our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from the company's bankers in ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 100 Crores.

### **Terms of employment of our Managing Director**

#### **Ajay Verma, Managing Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 01, 2023, Ajay Verma was appointed as the Managing Director of our Company for a period of 3 years with effect from December 01, 2023 and approved by the Shareholders of our Company at the EGM held on December 11, 2023, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of our Managing Director have been summarized below:

I	Remuneration:	
	A	Monthly Fixed Salary of ₹5,50,000/- per month.
	B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
	C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
	D	Leave Travel Concession Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. <b>Explanation:</b> Family means the spouse, the dependent children and dependent parents of the Managing Director.
	E	Company's contribution towards Provident Fund as per the rules of the Company.
	F	Gratuity: As per rules of the Company.
	G	Earned Leave: As per rules of the Company.
	H	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long-distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.	
III	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.	
IV	During the tenure of his office as Managing Director, he shall be liable to retire by rotation.	
V	The Appointment may be terminated at any time by either party thereto by giving to the other party <b>six months'</b> notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Managing Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.	
VI	The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.	

VII	<b>Mr. Ajay Verma (DIN: 07129690)</b> , satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
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### **Yogendra Kumar Singh**

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 01, 2023, Yogendra Kumar Singh was appointed as the Whole-Time Director of our Company for a period of 3 years with effect from December 01, 2023 and approved by the Shareholders of our Company at the EGM held on December 11, 2023, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of our Whole-Time Director have been summarized below:

I	Remuneration:
A	Monthly Fixed Salary of ₹5,50,000/- per month.
B	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
C	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
D	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Whole Time Director.
E	Company's contribution towards Provident Fund as per the rules of the Company.
F	Gratuity: As per rules of the Company.
G	Earned Leave: As per rules of the Company.
H	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Whole-Time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole-Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-Time Director.
IV	During the tenure of his office as Whole-Time Director, he shall be liable to retire by rotation.
V	The Appointment may be terminated at any time by either party thereto by giving to the other party six months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-Time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
VI	The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
VII	Mr. Yogendra Kumar Singh (DIN: 03551106), satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

### **Sitting fees and commission to Non-Executive Directors and Independent Directors**

Pursuant to a resolution passed by our Board on October 15, 2023, our non-executive directors are

entitled to receive a sitting fee of ₹ 10,000/-for attending each meeting of our Board and ₹ 5,000/-for attending each meeting of our committees, as may be decided by the Board.

Our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

None of our Non-Executive and Non-Executive Independent Directors have received any sitting fees in the preceding financial year.

### **Payments or benefits to our directors**

#### **Executive Directors:**

The table below sets forth the details of the remuneration by issuer Company (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors:

<b>Name of the Executive Directors</b>	<b>Years</b>	<b>Remuneration*</b> <b>(₹ in Lakhs)</b>
Ajay Verma	2022-23	8.00
	2021-22	10.00
	2020-21	6.00
Yogendra Kumar Singh	2022-23	8.00
	2021-22	10.00
	2020-21	6.00

\*Paid remuneration to them by erstwhile partnership in capacity of partner.

#### **Non-Executive Directors:**

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

#### **Contingent and deferred compensation payable to the Directors**

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

#### **Bonus or profit-sharing plan for our directors**

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

#### **Shareholding of Directors in our Company**

Except as disclosed, none of our directors hold any shares of the company as on the date of this Draft Red Herring Prospectus:

<b>Particulars</b>	<b>Pre- issue</b>		<b>Post- issue</b>	
	<b>Number of shares</b>	<b>Percentage of holding</b>	<b>Number of shares</b>	<b>Percentage of holding</b>
Ajay Verma	21,52,700	17.00%	21,52,700	[●]
Yogendra Kumar Singh	32,64,000	25.77%	32,64,000	[●]

#### **Interests of our Directors**

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer "*Our Management - Shareholding of Directors in our Company*" beginning on page 143 of this Draft Red Herring Prospectus.

Other than our promoters, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

#### **Payment of benefits (non-salary related)**

No amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

#### **Changes in our Company's Board of Directors during the last three (3) years:**

Name of Directors	Date of Appointment	Date of Change in designation	Date of cessation	Reasons for changes in the Board
Ajay Verma	July 20, 2023	December 01, 2023	-	Redesignation as Managing Director
Yogendra Kumar Singh	July 20, 2023	December 01, 2023	-	Redesignation as Whole Time Director
Seema Verma	July 20, 2023	-	December 01, 2023	Resignation as Director due to Pre-occupation
Nisha Singh	July 20, 2023	-	December 01, 2023	Resignation as Director due to Pre-occupation
Divyani Singh	October 15, 2023	-	-	Appointed as additional Non-Executive Non-Independent Director
Vijay Kumar Amar	October 15, 2023	-	-	Appointed as additional Non-Executive Independent Director
Vinod Chandra Semwal	October 15, 2023	-	-	Appointed as additional Non-Executive Independent Director
Sanjay Chaudhary	October 15, 2023	-	-	Appointed as additional Non-Executive Independent Director
Divyani Singh	-	October 16, 2023	-	Redesignated as Non-Executive Non-Independent Director
Vijay Kumar Amar	-	October 16, 2023	-	Redesignated as Non-Executive Independent Director

Name of Directors	Date of Appointment	Date of Change in designation	Date of cessation	Reasons for changes in the Board
Vinod Chandra Semwal	-	October 16, 2023	-	Redesignated as Non-Executive Independent Director
Sanjay Chaudhary	-	October 16, 2023	-	Redesignated as Non-Executive Independent Director

## COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including the constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### Constitutions of Committees

Our Company has constituted the following committees:

#### 1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on October 15, 2023, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

Name of the Directors	Designation	Designation in Committee
Vijay Kumar Amar	Non-Executive Independent Director	Chairperson
Vinod Chandra Semwal	Non-Executive Independent Director	Member
Yogendra Kumar Singh	Whole Time Director	Member

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

#### Terms of reference:

#### Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:

- oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
7. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
8. 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;
9. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

***Explanation:*** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

11. scrutiny of inter-corporate loans and investments;
12. valuation of undertakings or assets of the Company, wherever it is necessary;
13. evaluation of internal financial controls and risk management systems;
14. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. 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;
16. discussion with internal auditors of any significant findings and follow up there on;
17. 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;
18. 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;
19. recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
21. reviewing the functioning of the whistle blower mechanism;
22. monitoring the end use of funds raised through public offers and related matters;
23. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
24. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
26. carrying out any other functions required to be carried out as per the terms of reference of the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
27. consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its members; and
28. to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
29. Such roles as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable provisions.
30. Approve all related party transactions and subsequent material modifications.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
6. review the financial statements, in particular, the investments made by any unlisted subsidiary.

## **2. Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated October 15, 2023. The constituted Stakeholders Relationship Committee comprises of following members:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Divyani Singh	Non-Executive Director Independent Director	Chairperson
Sanjay Chaudhary	Non-Executive Independent Director	Member
Ajay Verma	Managing Director	Member

The Company Secretary of our Company shall act as Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

### **Terms of Reference**

1. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
3. Review of measures taken for effective exercise of voting rights by members;
4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
6. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
7. 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 members of the company; and
8. Carrying out such other functions as may be specified by the Board from time to time or specified / provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

### **3. Nomination and Remuneration Committee**

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated October 15, 2023. The Nomination and Remuneration Committee comprises of following members:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Designation in Committee</b>
Vinod Chandra Semwal	Non-Executive Independent Director	Chairperson
Vijay Kumar Amar	Non-Executive Independent Director	Member
Sanjay Chaudhary	Non-Executive Independent Director	Member

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

#### **The terms of reference:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of performance of independent directors and the Board;

3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out effective evaluation of performance of Board, its committees and individual directors (including independent directors) to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
5. Analysing, monitoring and reviewing various human resource and compensation matters;
6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
9. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
11. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
12. Administering monitoring and formulating detailed terms and conditions the employee stock option scheme/ plan approved by the Board and the members of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme"), if any;
13. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/ or rescinding rules and regulations relating to the administration of the ESOP Scheme;
14. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
15. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent

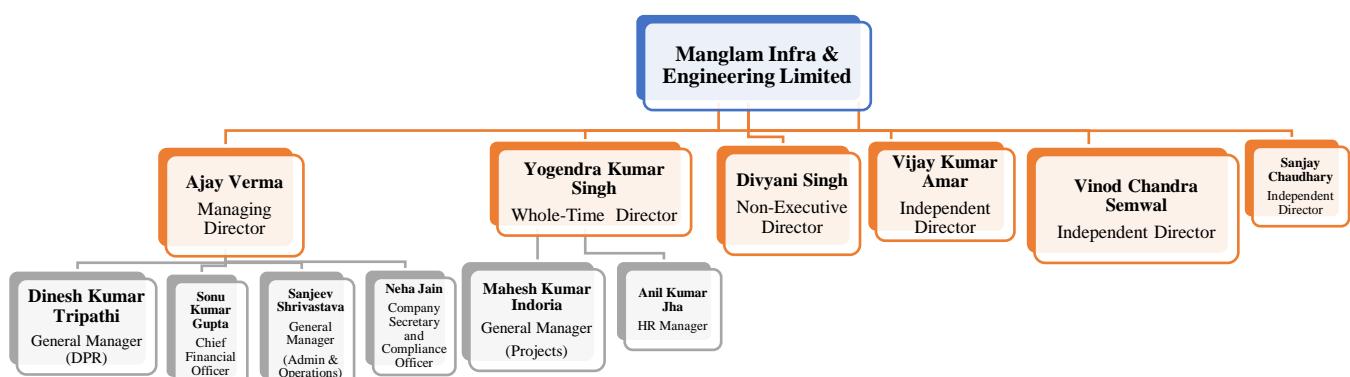
director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (a) use the services of an external agencies, if required;
- (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
- (c) consider the time commitments of the candidates.

16. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

## Management Organization Structure

The following chart depicts our Management Organization Structure



## Our Key Managerial Personnel and Senior Management Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. The following are the Key Managerial Personnel of our Company.

### Profiles of our Key Managerial Personnel

For the profile of Ajay Verma as a Managing Director and Yogendra Kumar Singh as Whole-Time Director, whose details are provided under “*Brief Biographies of our Directors*” in the “*Our Management*” beginning on page 143 of this Draft Red Herring Prospectus. The details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

1. **Sonu Kumar Gupta**, aged 32 years, is Chief Financial Officer of our Company. He has been associated with our Company as Chief Financial Officer w.e.f. October 16, 2023. He is associated with our organization since July 2015. He holds Bachelor of Commerce from Veer Kunwar Singh University, Ara and Master of Commerce and master's in business administration from Sarvepalli Radhakrishnan University. He has completed certified course of Industrial Accountant Tax from ICA Edu skills Private Limited. He has more than 9 years of Experience in the field of accounts and finance. Before joining our company, he was associated with Arun Kumar Bal Krishna Prasad & Co., Chartered Accountants as Assistant Audit & Account Supervisor. He is entitled to a remuneration of ₹ 7.20 lakhs per annum.

2. **Neha Jain**, aged 29 years, is the Company Secretary and Compliance Officer of our Company. She is associated with our organization since April 2023 as Compliance Manager. After that she has been designated as Company Secretary and Compliance officer w.e.f. October 16, 2023. She holds Bachelor of Commerce and law degree from Rani Durgavati Vishwavidyalaya, Jabalpur and is an associate member of Institute of Company Secretaries of India (ICSI). She is responsible for compliance with statutory and regulatory requirements and for ensuring that decisions of our Board are implemented. She has had a previous work experience with Sheshadri Industries Limited. She is entitled to a remuneration of ₹ 5.61 lakhs per annum.

### **Profiles of our Senior Management Personnels**

The details of our Senior Management Personnels as on the date of this Draft Red Herring Prospectus are set forth below:

1. **Dinesh Kumar Tripathi**, aged 48 years, is General Manager of our Company. He has been associated with our organization since 2010. He holds Bachelor's in computer engineering from Donetsk state technical University, Ukraine. He has also completed Cisco Certified Network Associate-CCNA. He has more than 13 years of Experience in the field of Infrastructure Consultancy services.
2. **Sanjeev Shrivastava**, aged 51 years, is General Manager (Admin & Operations) of our Company. He has been associated with our organization since September 2015. He holds degree of Bachelor in Science from Dr. Hari Singh Gour University and Master's in Personnel Management from Barkatullah Vishwavidyalaya, Bhopal. He has more than 22 years of Experience in the various field. Before joining our company, he was associated with Mahakausal Plantation Limited, Yash Vehicles Private Limited and Mapra Laboratories Private Limited.
3. **Anil Kumar Jha**, aged 61 years, is Manager (HR) of our Company. He has been associated with our organization since 2022. He holds degree of Bachelor of Arts from Bhopal University and P.G diploma in Public administration and Management of public Enterprises from Bhopal University. He has 30 years of Experience in various field of HR management & administration, Payroll & Statutory management, and manpower planning & Recruitment. Before joining our company, he was associated with United Soya Products Limited, Britannia Industries Limited and Hindustan Electro-Graphites Limited.
4. **Mahesh Kumar Indoria**, aged 62 years, is General Manager (Projects) of our Company. He has been associated with our organization since December 2023. He holds degree of Bechlors of Commerce from University of Rajasthan. He has more than 35 years of Experience in the field of liaisoning of Sales and Purchase department. Before joining our company, he was associated with Avys Engineering Private Limited, Ginni Filaments Limited and Ganesh Texknit Private Limited.

### **Relationship amongst the Key Managerial Personnels and Senior Management Personnels of our Company**

None of our directors and Key Managerial Personnels and Senior Management Personnels of our Company are related to each other.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel and Senior Management Personnels have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus

### **Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnels**

Our Company does not have profit sharing plans for the Key Management Personnel and Senior Management Personnels.

### **Shareholding of Key Management Personnel and Senior Management Personnels in our Company**

Except for Ajay Verma, Yogendra Kumar Singh and Dinesh Kumar Tripathi, who hold 21,52,700 Equity Shares, 32,64,000 Equity shares and 100 Equity shares, respectively, constituting 17.00%, 25.77% and Nil, respectively of total paid- up share capital of our company, none of our Key Managerial Personnel and Senior Management Personnels hold Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

### **Interest of Key Managerial Personnel and Senior Management Personnels**

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel and Senior Management Personnels of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **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 Red Herring Prospectus.

### **Payment of Benefits to of our KMPs and SMPs (*non-salary related*)**

Except as disclosed in this Draft Red Herring Prospectus, other than any statutory payments made by our Company to its KMPs and SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 169 of this Draft Red Herring Prospectus.

### **Changes in Our Company’s Key Managerial Personnel during the last three (3) years**

Name of KMP	Designation	Date of Appointment/ Redesignation	Date of Resignation	Reason
Ajay Verma	Managing Director	December 01, 2023	-	Redesignated as Managing Director
Yogendra Kumar Singh	Whole-Time Director	December 01, 2023	-	Redesignated as Whole-Time Director
Sonu Kumar Gupta	Chief Financial Officer	October 16, 2023	-	Appointment as Chief Financial Officer
Neha Jain	Company Secretary and Compliance Officer	October 16, 2023	-	Appointment as Company Secretary and Compliance Officer

## OUR PROMOTERS AND PROMOTER GROUP

### Promoters

Ajay Verma, Yogendra Kumar Singh, Nisha Singh and Seema Verma are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,26,64,400 Equity Shares in aggregate, representing 99.998% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

The details of our individual promoters are as under:

#### **Ajay Verma**



**Ajay Verma**, aged 43 years, is the promoter of our company and is designated as Managing Director. For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “*Our Management- Brief profiles of our directors*” on page 143.

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**Date of Birth:** February 15, 1980

**Address:** A- 23 Nirupam Royal Palms, Jatkchedi Hoshangabad Road, Bhopal, Huzur, Bhopal, Madhya Pradesh - 462026

**PAN:** ALPV7571N

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**Interest in other entities:**

- Avys Engineering Private Limited
- Presvles Private Limited
- Sarthak Technocrat Private Limited
- Astrom Polymer Private Limited
- Manglam & Manglam Limited
- Architecturne Atel'ie Art Plyus
- Manglam Industries
- Swara Trading Company (Proprietorship)
- Indo Crown LLP\*

#### **Yogendra Kumar Singh**



**Yogendra Kumar Singh**, aged 51 years, is the promoter of our company and is designated as Chairman and Whole-time director. For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see ““*Our Management- Brief profiles of our directors*” on page 143.

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**Date of Birth:** October 22, 1972

**Address:** 54 Nikhil Nestles, Jatkchedi, Hoshangabad Road, Bhopal, University, Bhopal-462026, Madhya Pradesh.

**PAN:** BBUPS0173E

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**Interest in other entities:**

- Manglam & Manglam Limited
- Manglam Industries
- Yogendra Kumar Singh HUF
- Millenium Bottlers and Distillers Private Limited\*
- Millenium Liquors Private Limited\*

## **Nisha Singh**



**Nisha Singh**, aged 48 years, is the promoter of our company. She is a graduate with a Bachelor of Arts from Magadh University. She possesses more than decade of experience in Human Resource Management. Since 2010, she was responsible for sourcing, staffing, scoping and on boarding candidates. She was erstwhile partner in Manglam Associates.

**Date of Birth:** February 14, 1975

**Address:** 54 Nikhil Nestles, Jatkedi, Hoshangabad Road, Bhopal, University, Bhopal, Madhya Pradesh, 462026

**PAN:** BTNPS9649N

### **Interest in other entities:**

- Avys Engineering Private Limited
- Presvels Private Limited
- Manglam & Manglam Limited

## **Seema Verma**



**Seema Verma**, aged 43 years, is the promoter of our company. She holds a degree of Bachelor of Technology (information Technology) from Northeast Frontier Technical University. She has more than 10 years of experience in the field of Information technology. She was erstwhile partner in Manglam Associates.

**Date of Birth:** January 10, 1980

**Address:** A-23 Nirupam Royal Palms, Jatkedi Hoshangabad Road, Bhopal, Huzur, Bhopal – 462026, Madhya Pradesh, India

**PAN:** AJZPV4854F

### **Interest in other entities:**

- Sarthak Technocrat Private Limited
- Astrom Polymer Private Limited
- Manglam & Manglam Limited

*\*Strike off.*

## **Other Undertakings and Confirmations**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus to the NSE for listing of the securities of our Company on EMERGE Platform of NSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Subsidiaries in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## **Change in Control of our Company:**

M/s. Manglam Associates was established as a partnership firm in February 2010 by our existing Promoters. Later in June 2010, Nathoo Lal Shivhare joined the partnership firm. Subsequently, in April 2012, the promoters acquired 100% ownership of the partnership firm through an alteration in the

partnership deed. Further, new partners i.e. Dinesh Kumar Tripathi, Munish Verma and Sanika Singh were added pursuant to deed of admission dated April 01, 2023.

### **Experience of our Promoters in the business of our Company**

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 143 of this Draft Red Herring Prospectus.

### **Interest of Promoters**

None of our Promoters have any interest in our Company except to the extent of compensation payable/paid, loans repaid by the Company, commission and reimbursement of expenses, if applicable and to the extent of any equity shares held by them or their relatives to the extent of benefits arising out of such shareholding. For further details please refer the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page 65, 169 and 143 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

#### *Interest of Promoters in the Promotion of our Company*

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Offer Document - Related Party Transactions*” and “*Financial Information*” beginning on pages 65, 143, 25 and 169, respectively of this Draft Red Herring Prospectus.

#### *Interest of Promoters in the Property of our Company*

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

#### *Interest of Promoters in our Company other than as a Promoter*

Our Promoters are interested to the extent of their directorship, their respective shareholding in our Company and shareholding of entities in which they are associated as partners (and consequently remuneration payable to them and reimbursement of expenses) in our Company and the dividends payable, if any, and any other distribution in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. For further details, see sections titled “*Capital Structure*”, “*Our Management*” and “*Financial Information*” on pages 65, 145 and 169, respectively.

### **Related Party Transactions**

Except as stated in the Chapter titled “*Financial Information-Related Party Transactions*” on page 169 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

### **Common Pursuits of Promoters and Promoter Group Companies**

Our Promoters are interested in Promoter Group Entities i.e. Avys Engineering Private Limited, Anushka Imagine and Architecturne Atel'ie Art Plyus, that are engaged in similar line of business. For further information on common pursuits and risks associated, please refer risk factor on 'conflicts of interest' in chapter titled "*Risk Factors*" beginning on page 31 of this Draft Red Herring Prospectus.

### **Payment of amounts or benefits to the Promoters or Promoter Group during the last two years**

Except as stated in the Chapter titled "*Financial Information*" on page 169 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus.

### **Guarantees provided by our Promoters**

Except as stated in the chapter titled "*Financial Indebtedness*" and section titled "*Restated Financial Statements*" beginning on page 205 and 169 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

## **OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

#### **A) Natural Persons who are part of the Promoter Group:**

<b>Relationship with the Promoters</b>	<b>Ajay Verma</b>	<b>Seema Verma</b>	<b>Nisha Singh</b>	<b>Yogendra Kumar Singh</b>
<b>Father</b>	Bua Ditta	Prem Paul	Virendra Singh	Alakh Deo Singh
<b>Mother</b>	Raj Kumari	Champa Devi	Shyama Devi	Lal Pati Devi
<b>Spouse</b>	Seema Verma	Ajay Verma	Yogendra Kumar Singh	Nisha Singh
<b>Brother</b>	Vinay Verma	Raman Kumar	Manish Singh	Devendra Singh
	Amit Verma	-	Ashwini Kumar	-
	Munish Verma	-	-	-
<b>Sister</b>	-	Bindu Bala	Manjari Singh	Babita Singh
	-	-	Shalini Singh	Smita Kumari
<b>Son</b>	Sarthak Verma	Sarthak Verma	-	-
<b>Daughter</b>	Swara Verma	Swara Verma	Tejasvi Singh	Tejasvi Singh
	-	-	Sanika Singh	Sanika Singh
<b>Spouse's Father</b>	Prem Pal	Bua Ditta	Alakh Deo Singh	Virendra Singh
<b>Spouse's Mother</b>	Champa Devi	Raj Kumari	Lal Pati Devi	Shyama Devi
<b>Spouse's Brother</b>	Raman Kumar	Vinay Verma	Devendra Singh	Manish Singh
	-	Amit Verma	-	Ashwini Kumar
		Munish Verma	-	-
<b>Spouse's Sister(s)</b>	Bindu Bala		Babita Singh	Manjari Singh
	-		Smita Kumari	Shalini Singh

#### **B) Companies / entities forming part of the Promoter Group**

Sr. No.	Name of the entities
1.	Avys Engineering Private Limited
2.	Presvels Private Limited
3.	Sarthak Technocrat Private Limited
4.	Astrom Polymer Private Limited
5.	Manglam & Manglam Limited
6.	Architecturne Atel'ie Art Plyus (Partnership Firm)
7.	Manglam Industries (Partnership Firm)
8.	Anushka Imagine (Partneship Firm)
9.	Devendra Enterprises (Proprietorship)
10.	Ritesh Petroleum (Proprietorship)
11.	Swara Trading Company (Proprietorship)
12.	Yogendra Kumar Singh HUF
13.	Mediverge Healthcare Private Limited

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

### **Companies with which the Promoters have disassociated in the last three years.**

Except as mentioned herein, our promoters have not been disassociated from any of the entities in the preceding three years.

Name of Promoters	Name of the Disassociating Entity	Date of Disassociation	Reason for Disassociation
Ajay Verma	Indo Crown LLP*	April 25, 2023	LLP has not commenced any business since its incorporation
	Millenium Bottlers and Distillers Private Limited*	September 04, 2018	Strike off by ROC, Patna due to not carrying on any business or operation for a period of two immediately preceding financial years
Yogendra Kumar Singh	Millenium Liquors Private Limited*	July 19, 2021	Business of the Company was inoperative since last five years

\* Strike off

### **Other Ventures of our Promoters:**

Except as disclosed in this section titled “*Our Promoters and Promoter Group- The details of our individual promoters*” beginning on page 161 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus

## **Collaboration Agreements**

Except as disclosed in this Draft Red Herring Prospectus, our Company is not a party to any collaboration agreements.

## **Material Agreement**

Our Company has not entered into any material agreements other than the agreements entered into by it in the ordinary course of business.

## **Outstanding Litigation**

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 31 and 208 of this Draft Red Herring Prospectus.

## **OUR GROUP COMPANIES**

Pursuant to a resolution of our Board dated December 01, 2023, in accordance with the SEBI (ICDR) Regulations, 2018 during the period for which financial information is disclosed in the Draft Red Herring Prospectus, as covered under the applicable Accounting Standards i.e., GAAP with whom our Company has had related party transactions for the period ended July 19, 2023 and September 30, 2023 and for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated December 01, 2023 (the "*Materiality Policy on Group Companies*") for the purpose of disclosure in the Offer document in connection with the Issue.

In terms of the Materiality Policy on Group Companies apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Draft Red Herring Prospectus, a company is considered to be a material Group Company as under:

- a) The companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements ("Restated Financial Statements"); or
- b) if such company fulfils both the below mentioned conditions: -
  - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR) Regulations; and
  - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Consolidated Financial Statements

Accordingly, based on the parameters outlined above, our Company does not have any Group Company as on the date of this Draft red Herring Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of our Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. 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. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividends in the last two fiscals and the period between last audited period and the date of filing of this Draft Red Herring Prospectus.

For further details, please refer to section titled “*Financial Information*” beginning on page 169 of this Draft Red Herring Prospectus.

## **SECTION VI – FINANCIAL INFORMATION**

### **RESTATED FINANCIAL STATEMENTS**

#### **INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS**

To,

**The Board of Directors,  
MANGLAM INFRA & ENGINEERING LIMITED**  
H.No. 46, Nikhil Nestlejatkheti Hoshangabad Road,  
University (Bhopal), Huzur, Madhya Pradesh - 462026

Dear Sirs,

- 1) We have examined the attached Restated Financial Statements of **MANGLAM INFRA & ENGINEERING LIMITED** (hereinafter referred as “the Company”, erstwhile partnership firm “Manglam Associates”) comprising the Restated Statements of Assets and Liabilities as at September 30, 2023, July 19, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the period July 20, 2023 to September 30, 2023 , April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statements) as approved by the Board of Directors at their meeting held on December 11, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus (hereinafter “Offer Documents”), 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 (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 the Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”).
- 2) The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements 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, Gwalior in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the period July 20, 2023 to September 30, 2023 , April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 on the basis of preparation stated in ANNEXURE-IV to the Restated Financial Statements. 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 Statements. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

- 3) We have examined such Restated Financial Statements taking into consideration:
  - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated November 01, 2023 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 Statements; and
  - d. The requirements of Section 26 of The Companies Act, 2013 and the ICDR Regulations issued by SEBI. 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.
- 4) These Restated Financial Information have been compiled by the management from:
  - a. Audited financial statements of company as at and for the period ended on July 20, 2023 to September 30, 2023 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.
  - b. Proforma Financial Statement for the period ended on April 01, 2023 to July 19, 2023 & for financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 prepared in accordance with the Accounting Principles generally accepted in India by making adjustments for Indian Generally accepted accounting principles (IGAAP) as applicable to corporates to the audited financial statements for the period April 01, 2023 to July 19, 2023 & financial years ended March 31, 2023, March 31, 2022, and March 31, 2021 which was prepared as per IGAAP as applicable to non-corporates and which have been approved by the board of directors
- 5) Audit of MANGLAM INFRA & ENGINEERING LIMITED for the period July 20, 2023 to September 30, 2023 was conducted by M/s. Rahul Somya & Co. via their audit report dated December 11, 2023 and audit of M/s. MANGLAM ASSOCIATES (erstwhile Partnership firm) for the period April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 was conducted by M/s. Surana Vyas & Company, Chartered Accountants via their audit report dated December 07, 2023, September 09, 2023, September 30, 2022 and January 18, 2022 respectively and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.
- 6) The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications in the financial statements as at and for the period July 20, 2023 to September 30, 2023, April 01, 2023 to July 19, 2023 & for financial year ended March 31, 2023, March 31, 2022, and March 31, 2021:-
  - a. The Restated Financial Statements 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 Statements 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, if any, that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - d. There were no qualifications in the Audit Reports issued by M/s. Rahul Somya & Co. for the period July 20, 2023 to September 30, 2023 and by M/s. Surana Vyas & Company for the period ended on April 01, 2023 to July 19, 2023 & for financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 which would 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 Statements have been made in accordance with the correct accounting policies and the corresponding impact of restatement has been charged / reversed to profit and loss account for the period July 20, 2023 to September 30, 2023 and to reserves and surplus for the period ended on April 01, 2023 to July 19, 2023 and charged to erstwhile partner's capital account for financial year ended March 31, 2023, March 31, 2022, and March 31, 2021.
  - g. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.
  - h. The Company has not paid any dividend since its incorporation.
- 7) In accordance with the requirements of Part I of Chapter III of the 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-I to this report, of the Company as at September 30, 2023, July 19, 2023, March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated 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 Account” as set out in ANNEXURE – II to this report, of the Company for the period July 20, 2023 to September 30, 2023, April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss Account 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 Flows” as set out in ANNEXURE – III to this report, of the Company for period July 20, 2023 to September 30, 2023, April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flows 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 as set out in ANNEXURE – IV to this Report.
- 8) 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 period July 20, 2023 to September 30, 2023, April 01, 2023 to July 19, 2023, and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the Offer Document for the proposed IPO:

S.No.	Particular	Reference
1	RESTATED STATEMENT OF EQUITY SHARE CAPITAL AND PARTNER'S CAPITAL ACCOUNT	Annexure V.1
2	RESTATED STATEMENT OF RESERVES AND SURPLUS	Annexure V.2
3	RESTATED STATEMENT OF LONG TERM BORROWINGS	Annexure V.3
4	RESTATED STATEMENT OF NON CURRENT LIABILITY	Annexure V.4
5	RESTATED STATEMENT OF SHORT TERM BORROWINGS	Annexure V.5
6	RESTATED STATEMENT OF TRADE PAYABLES	Annexure V.6
7	RESTATED STATEMENT OF OTHER CURRENT LIABILITIES	Annexure V.7
8	RESTATED STATEMENT OF SHORT TERM PROVISIONS	Annexure V.8
9	RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS	Annexure V.9
10	RESTATED STATEMENT OF DEFERRED TAX ASSETS (NET)	Annexure V.10
11	RESTATED STATEMENT OF OTHER NON CURRENT ASSETS	Annexure V.11
12	RESTATED STATEMENT OF TRADE RECEIVABLES	Annexure V.12
13	RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS	Annexure V.13
14	RESTATED STATEMENT OF SHORT TERM LOAN AND ADVANCES	Annexure V.14
15	RESTATED STATEMENT OF OTHER CURRENT ASSET	Annexure V.15
16	RESTATED STATEMENT OF REVENUE FROM OPERATIONS	Annexure V.16
17	RESTATED STATEMENT OF OTHER INCOME	Annexure V.17
18	RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES	Annexure V.18
19	RESTATED STATEMENT OF FINANCE COST	Annexure V.19
20	RESTATED STATEMENT OF OTHER EXPENSES	Annexure V.20
21	RESTATED STATEMENT OF EARNINGS PER SHARE (EPS)	Annexure V.21
22	RESTATED STATEMENT OF CONTINGENT LIABILITY AND CAPITAL COMMITMENTS	Annexure V.22
23	RESTATED STATEMENT OF AGEING SCHEDULE OF TRADE PAYABLES	Annexure V.23
24	RESTATED STATEMENT OF AGEING SCHEDULE OF TRADE RECEIVABLES	Annexure V.24
25	RESTATED STATEMENT OF RELATED PARTY DISCLOSURES	Annexure V.25
26	RESTATED STATEMENT OF ACCOUNTING RATIOS	Annexure V.26
27	RESTATED STATEMENT OF CAPITALISATION STATEMENT	Annexure V.27
28	RESTATED STATEMENT OF TAX SHELTER	Annexure V.28
29	RESTATED STATEMENT OF SEGMENT REPORTING	Annexure V.29
30	MATERIAL ADJUSTMENT TO RESTATED FINANCIAL STATEMENTS	Annexure V.30
31	RESTATED STATEMENT OF ADDITIONAL DISCLOSURES AS PER SCHEDULE III OF THE COMPANIES ACT, 2013	Annexure V.31

- 9) In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement 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.

- 10) We, M/s. Pawan Shubham & Co., 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.
- 11) 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.
- 12) 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.
- 13) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 14) In our opinion, the above financial information contained in ANNEXURE–I to V of this report read with the respective Significant Accounting Polices 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, 2013, ICDR Regulations, Engagement Letter and Guidance Note.
- 15) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO 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 Pawan Shubham & Co.  
Chartered Accountants  
Firm's Registration No.: 011573C**

**CA Prateek Jain  
Partner  
Membership No.: 556482  
UDIN: 24556482BKATWX6965**

Place: Delhi  
Date: December 11, 2023

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

Annexure I

Restated Statement of Assets and Liabilities

(INR in lakhs)

Particulars		Note No.	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. EQUITY AND LIABILITIES</b>	<b>Shareholders' funds</b>	V. 1 V. 2	1,266.47 32.84	1,266.47 (232.47)	1,025.95 -	778.69 -	466.98 -
	(a) Share capital (b) Reserves and surplus		<b>1,299.31</b>	<b>1,034.00</b>	<b>1,025.95</b>	<b>778.69</b>	<b>466.98</b>
	<b>Non current liabilities</b>	V. 3 V. 4	156.36 75.09	152.88 79.55	31.47 72.85	36.26 103.88	38.71 57.25
	(a) Long term borrowings (b) Non current liability		<b>231.45</b>	<b>232.43</b>	<b>104.32</b>	<b>140.14</b>	<b>95.96</b>
	<b>Current liabilities</b>	V. 5 V. 6	207.21	159.74	194.44	150.65	134.02
	(a) Short term borrowings (b) Trade payables		-	-	-	-	-
	-Total outstanding dues of micro and small enterprises	V. 7 V. 8	488.44	283.58	276.77	344.86	418.65
	-Total outstanding dues of creditors other than micro and small enterprises		255.44	194.53	280.18	124.44	212.71
	(c) Other current liabilities		326.58	222.99	222.47	134.54	66.53
	(d) Short term provisions		<b>1,277.67</b>	<b>860.84</b>	<b>973.86</b>	<b>754.49</b>	<b>831.91</b>
<b>II. ASSETS</b>	<b>Total</b>		<b>2,808.43</b>	<b>2,127.27</b>	<b>2,104.13</b>	<b>1,673.32</b>	<b>1,394.85</b>
	<b>ASSETS</b>	V. 9 V. 10 V. 11 V. 12 V. 13 V. 14 V. 15					
	<b>Non current assets</b>						
	(a) Property, Plant and Equipment and Intangible assets		510.24	508.72	362.14	310.00	135.32
	- Property, Plant and Equipment		-	-	-	-	-
	- Intangible assets		59.91	45.04	36.06	-	-
	- Capital work-in-progress		<b>570.15</b>	<b>553.76</b>	<b>398.20</b>	<b>310.00</b>	<b>135.32</b>
	(b) Deferred Tax Assets (Net)		18.23	17.28	16.85	9.93	6.64
	(c) Other Non Current Assets		462.60	482.28	447.58	623.60	574.55
	<b>Total</b>		<b>1,050.98</b>	<b>1,053.32</b>	<b>862.63</b>	<b>943.53</b>	<b>716.51</b>
<b>2. Current assets</b>							
	(a) Inventory	V. 12 V. 13 V. 14 V. 15	-	-	-	-	-
	(b) Trade receivable		1,329.34	743.12	949.67	312.83	323.38
	(c) Cash and bank balances		5.70	4.35	2.27	11.83	2.80
	(d) Short-term loans and advances		10.41	3.14	1.50	24.05	2.50
	(e) Other current assets		412.00	323.34	288.06	381.08	349.66
	<b>Total</b>		<b>1,757.45</b>	<b>1,073.95</b>	<b>1,241.50</b>	<b>729.79</b>	<b>678.34</b>
			<b>2,808.43</b>	<b>2,127.27</b>	<b>2,104.13</b>	<b>1,673.32</b>	<b>1,394.85</b>

Significant accounting policies

2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For PAWAN SHUBHAM & CO.  
Chartered Accountants  
Firm's Registration No: 011573C

For and On behalf of the Board of Directors of  
MANGLAM INFRA & ENGINEERING LIMITED  
(erstwhile Partnership firm "Manglam Associates")

(CA Prateek Jain)  
Partner  
Membership No. 556482

Yogendra Kumar Singh  
(Whole-time director)  
DIN No. 03551106

Ajay Verma  
(Managing Director)  
DIN No. 07129690

Place: Bhopal  
Date: December 11, 2023

Sonu Kumar Gupta  
(CFO)  
PAN No. BIYPG0832M

Neha Jain  
(Company Secretary)  
PAN No. AXOPJ9946K

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

**Annexure II**

**Restated Statement of Profit and Loss Account**

(INR in lakhs)

Particulars		Note No.	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
I.	<b>Income:</b>	V. 16 V. 17	923.41	556.25	3,441.88	2,581.16	2,173.06
	Revenue from operations		4.42	5.55	36.26	97.20	39.07
	<b>Total Income (I + II)</b>		<b>927.83</b>	<b>561.80</b>	<b>3,478.14</b>	<b>2,678.36</b>	<b>2,212.13</b>
IV.	<b>Expenses:</b>	V. 18 V. 19 V. 9 V. 20	169.36	236.24	832.09	701.26	751.82
	Employees benefits expense		8.59	9.01	58.29	52.22	81.01
	Finance costs		20.01	24.39	78.20	50.25	46.08
	Depreciation and amortisation expense		361.92	291.86	1,739.85	1,410.42	1,111.52
	<b>Total expenses</b>		<b>559.88</b>	<b>561.50</b>	<b>2,708.43</b>	<b>2,214.15</b>	<b>1,990.43</b>
V.	<b>Profit / (Loss) before tax (III- IV)</b>		367.95	0.30	769.71	464.21	221.70
VI.	<b>Tax expense</b>		103.59	0.52	222.47	134.54	66.53
	Current tax		(0.95)	(0.43)	(6.92)	(3.29)	(6.64)
	<b>Total tax expenses</b>		<b>102.64</b>	<b>0.09</b>	<b>215.55</b>	<b>131.25</b>	<b>59.89</b>
VII.	<b>Profit / (Loss) for the year (V -VI)</b>		<b>265.31</b>	<b>0.21</b>	<b>554.16</b>	<b>332.96</b>	<b>161.81</b>
VIII.	<b>Earnings per equity share:</b>	V. 21					
	(1) Basic		2.09	0.00	5.40	4.28	3.47
	(2) Diluted		2.09	0.00	5.40	4.28	3.47
	Nominal value of equity shares		10.00	10.00	10.00	10.00	10.00

**Significant accounting policies**

**2**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For PAWAN SHUBHAM & CO.  
Chartered Accountants  
Firm's Registration No: 011573C

For and On behalf of the Board of Directors of  
MANGLAM INFRA & ENGINEERING LIMITED  
(erstwhile Partnership firm "Manglam Associates")

(CA Prateek Jain)  
Partner  
Membership No. 556482

Yogendra Kumar Singh  
(Whole-time director)  
DIN No. 03551106

Ajay Verma  
(Managing Director)  
DIN No. 07129690

Place: Bhopal  
Date: December 11, 2023

Sonu Kumar Gupta  
(CFO)  
PAN No. BIYPG0832M

Neha Jain  
(Company Secretary)  
PAN No. AXOPJ9946K

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

**Annexure III**  
**Restated Statement of Cash Flows**

(INR in lakhs)

Particulars		For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>						
Profit before prior period items and tax		367.95	0.30	769.71	464.21	221.70
<b>Adjusted for :</b>						
Finance Cost		7.41	5.31	53.65	48.73	69.44
Interest income		(3.68)	(5.55)	(19.90)	(19.21)	(23.87)
Liability No Longer payable		(0.74)	1.08	(0.25)	-	-
Loss / (Profit) on sale of property, plant and equipment		20.01	24.39	78.20	50.25	46.08
Depreciation and amortization expenses						
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>390.95</b>	<b>25.53</b>	<b>881.41</b>	<b>543.98</b>	<b>313.35</b>
Inventory		-	-	-	-	-
Trade Receivable		(586.22)	206.55	(636.84)	10.55	(90.46)
Loans and advances and other assets		5.82	(42.62)	186.91	(35.77)	493.14
Trade Payables		204.86	6.81	(68.09)	(73.78)	104.07
Other Liabilities and provisions		56.45	(78.95)	124.72	(41.65)	(38.37)
<b>Cash flow before prior period items &amp; Tax</b>		<b>71.86</b>	<b>117.32</b>	<b>488.11</b>	<b>403.33</b>	<b>781.73</b>
Income Tax (Paid) / Refund		(78.39)	(36.39)	(40.64)	(37.57)	(280.78)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>		<b>(6.53)</b>	<b>80.93</b>	<b>447.47</b>	<b>365.76</b>	<b>500.95</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>						
(Purchase)/Sale of Fixed Assets (Net)		(35.66)	(181.04)	(146.15)	(244.93)	(24.19)
Interest on FD		0.00	12.95	10.67	10.53	(16.42)
(Purchase)/Sale of FD		-	-	-	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(35.66)</b>	<b>(168.09)</b>	<b>(135.48)</b>	<b>(234.40)</b>	<b>(40.61)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>						
Proceeds/ (Repayment) of share application money		-	7.84	(306.90)	(87.78)	(306.42)
Proceeds/ (Repayment) of borrowings		50.95	86.71	39.00	14.18	(97.01)
Finance Cost		(7.41)	(5.31)	(53.65)	(48.73)	(69.44)
<b>Net Cash from financing activities</b>		<b>43.54</b>	<b>89.24</b>	<b>(321.55)</b>	<b>(122.33)</b>	<b>(472.87)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>1.35</b>	<b>2.08</b>	<b>(9.56)</b>	<b>9.03</b>	<b>(12.53)</b>
<b>CASH AND CASH EQUIVALENT AT THE BEGINNING</b>		<b>4.35</b>	<b>2.27</b>	<b>11.83</b>	<b>2.80</b>	<b>15.33</b>
<b>CASH AND CASH EQUIVALENT AT THE END</b>		<b>5.70</b>	<b>4.35</b>	<b>2.27</b>	<b>11.83</b>	<b>2.80</b>

**Notes**

- The cash flow statement has been prepared as per the "Indirect method" in accordance with the Accounting
- Cash and cash equivalents represent cash and balances with banks in current account.
- Figures in brackets indicates cash outflows.

**Significant accounting policies**

**2**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For PAWAN SHUBHAM & CO.

Chartered Accountants

Firm's Registration No: 011573C

For and On behalf of the Board of Directors of

**MANGLAM INFRA & ENGINEERING LIMITED**  
(erstwhile Partnership firm "Manglam Associates")

(CA Prateek Jain)

Partner

Membership No. 556482

Yogendra Kumar Singh  
(Whole-time director)  
DIN No. 03551106

Ajay Verma  
(Managing Director)  
DIN No. 07129690

Place: Bhopal  
Date: December 11, 2023

Sonu Kumar Gupta  
(CFO)  
PAN No. BIYPG0832M

Neha Jain  
(Company Secretary)  
PAN No. AXOPJ9946K

**Annexure IV**  
**Restated Statement of Significant Accounting Policies**

**A. COMPANY INFORMATION**

The Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "M/s. Manglam Associates", pursuant to a deed of partnership dated February, 1, 2010. Subsequently, the constitution of partnership firm was changed on June 01, 2010, April 01 2012, and April 01, 2023 by admission/ retirement of partners. "M/s. Manglam Associates" was thereafter converted from a partnership firm to a public limited company under Part I chapter XXI of the Companies Act, 2013 in the name of "Manglam Infra & Engineering Limited" and received a certificate of incorporation dated 20th July 2023 from the Registrar of Companies, Central Registration Centre.

The company is engaged in business of providing all kind of advisory and consultancy services related with infrastructure, environment, water supply and sanitation, industrial planning urban designing, urban planning housing & Project Management, civil designing, construction management, to act as consultants for construction of buildings and all types of constructed properties.

**B. SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of preparation**

The financial statements have been prepared to comply in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared under the historical cost convention on the accrual basis except in case of the assets for which provision for impairment is made.

All assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company and as per the guidance as set out in the Schedule III to the Companies Act, 2013.

For the purpose of presenting comparative period, restatement / reclassifications have been made to the audited financial statements of the erstwhile partnership firm to make them in line with the policies of audited financial statements of Company as at September 30, 2023 and difference on account of restatement has been charged to reserves and surplus as on July 19, 2023.

**2. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

### **3. Property, Plant and Equipment and Intangible assets**

#### **Property, plant and equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition/construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective to completion of construction/ erection of the capital project/fixed assets. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance. Capital assets (including expenditure incurred during the construction period) under erection/installation are stated in the Balance Sheet as "Capital Work in Progress."

#### **Intangible assets**

Intangible assets are recognised as assets if it is probable that future economic benefits attributable to such assets will flow to the Company and the cost of the assets can be measured reliably.

### **4. 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 and the reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the Statement of Profit and Loss.

### **5. Depreciation**

All fixed assets, except capital work in progress, are depreciated on Written down value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from/up to the date of such addition/deletion as the case maybe.

### **6. Investments**

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

## **7. Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank, cash in hand and demand deposits with original maturity less than 3 months. It also includes deposits which are under lien with banks and other authorities and are disclosed as separate line item in the Cash and cash equivalents.

## **8. Revenue Recognition**

Revenue from rendering of services is recognised to the extent it is probable that the economic benefits will flow to the Company, revenue can be reliably measured and when no significant uncertainty exists regarding the collectability of the same.

Interest income is recognised on accrual basis.

## **9. Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## **10. Employee Benefits**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

## **11. Taxation**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets on tax losses are recognised to the extent that it is probable that the underlying tax losses will be utilised against future taxable income. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum alternate tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**12. Foreign currency transactions**

Transactions in foreign currencies and non-monetary assets are recognised at the exchange rate prevailing on the date of the transaction. All monetary items denominated in foreign currency are converted at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised within the Statement of Profit and Loss, other than those relating to depreciable capital assets which are adjusted to the cost of respective assets.

**13. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

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

**14. Provision, Contingent Liabilities and Contingent Assets**

The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made. A disclosure is made for a contingent liability when there is a:

- Possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;
- Present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- Present obligation, where a reliable estimate cannot be made or where the possibility of outflow of resources is remote.

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 1 RESTATED STATEMENT OF EQUITY SHARE CAPITAL AND PARTNER'S CAPITAL ACCOUNT**

**1.1 SHARE CAPITAL**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Authorized</b>					
2,00,00,000 Equity Share of Rs. 10 Each	2,000.00	-			
	<b>2,000.00</b>	-	-	-	-
<b>Issued, subscribed and paid-up*</b>					
1,26,64,700 Equity Share of Rs. 10 Each	1,266.47	1,266.47	1,025.95	778.69	466.98
	<b>1,266.47</b>	<b>1,266.47</b>	<b>1,025.95</b>	<b>778.69</b>	<b>466.98</b>

\*The Company has been formed from conversion of Partnership firm into company vide a certificate of incorporation dated 20.07.2023. The company has been converted with paid up equity share capital of Rs.12,66,47,000 divided into 1,26,64,700 equity shares of Rs.10 each. The status of company upto to 19.07.2023 was that of partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2023, 2022 and for the period ended on July 19, 2023 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus Share Capital disclosed for these years represents Partners' Capital in the Partnership Firm, as restated.

**1.2 PARTNER'S CAPITAL ACCOUNT**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Opening balance</b>	1,266.47	1,025.95	778.69	466.98	624.76
Add: Capital contribution	-	38.05	269.00	50.10	7.50
Less: Capital withdrawn	-	(30.57)	(530.37)	(209.60)	(345.45)
Add: Share of profit during the year	-	0.21	554.16	332.96	161.81
Add: Remuneration	-	-	32.00	40.00	24.00
Add: Interest on capital	-	-	33.09	31.72	42.83
Less: Income tax	-	0.36	(107.89)	66.53	(35.30)
Less: Other adjustments	-	-	(2.73)	-	-
Less: Opening adjustment for Property, Plant and Equipment and Intangible assets	-	-	-	-	(13.17)
Less: Transfer from reserve and surplus	-	232.47	-	-	-
Less: Transfer to share capital	(1,266.47)	-	-	-	-
<b>Restated capital account</b>	-	<b>1,266.47</b>	<b>1,025.95</b>	<b>778.69</b>	<b>466.98</b>

**1.3 Details of reconciliation of the number of equity shares outstanding**

Particulars	As at September 30, 2023		As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	Number	Rs.				
Shares outstanding at the beginning of the year	-	-	-	-	-	-
Add: Shares issued during the year	1,26,64,700	1,266.47	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,26,64,700</b>	<b>1,266.47</b>	-	-	-	-

**1.4 Details of shares in the Company held by each shareholder holding more than 5 percent shares\*\***

Name of the shareholder	As at September 30, 2023		As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	Number	% of Holding				
Ajay Verma	21,52,700	17.00%	17.00%	15.45%	-2.51%	-2.64%
Seema Verma	40,81,500	32.23%	32.23%	34.20%	44.56%	51.07%
Nisha Singh	31,66,200	25.00%	25.00%	25.18%	23.33%	19.89%
Yogendra Kumar Singh	32,64,000	25.77%	25.77%	25.17%	34.62%	31.67%
<b>Total</b>	<b>1,26,64,400</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

\*\*The status of the Company up to July 19, 2023 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2023, 2022 and for the period ended on July 19, 2023 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus % Share Capital holding disclosed for these years represents Partners' Capital ratio in the Partnership Firm.

**1.5 The details of shareholding of promoters are as under\*\*\***

Name of the shareholder	As at September 30, 2023		As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	Number	% of Holding				
Ajay Verma	21,52,700	17.00%	17.00%	15.45%	-2.51%	-2.64%
Seema Verma	40,81,500	32.23%	32.23%	34.20%	44.56%	51.07%
Nisha Singh	31,66,200	25.00%	25.00%	25.18%	23.33%	19.89%
Yogendra Kumar Singh	32,64,000	25.77%	25.77%	25.17%	34.62%	31.67%
<b>Total</b>	<b>1,26,64,400</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

\*\*\*The status of the Company up to July 19, 2023 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2023, 2022 and for the period ended on July 19, 2023 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus % Share Capital holding disclosed for these years represents Partners' Capital ratio in the Partnership Firm.

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 2 RESTATED STATEMENT OF RESERVES AND SURPLUS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Balance in statement of profit and loss</b>					
Balance as at the beginning of the year	(232.47)	-	-	-	-
Add: Profit / (loss) for the year	265.31	-	-	-	-
Add: Transfer from capital account	-	(232.47)	-	-	-
<b>Balance as at the end of the year</b>	<b>32.84</b>	<b>(232.47)</b>	-	-	-

**V. 3 RESTATED STATEMENT OF LONG TERM BORROWINGS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Secured</b>					
Term Loan:					
--- from Banks	66.25	59.77	31.47	30.00	26.12
--- from Financial Institution	-	-	-	6.26	12.59
<b>Unsecured</b>					
Term Loan:					
--- from Banks	90.11	93.11	-	-	-
<b>Total</b>	<b>156.36</b>	<b>152.88</b>	<b>31.47</b>	<b>36.26</b>	<b>38.71</b>

**3.1 Terms and conditions of borrowings from banks and financial institutions**

S.No.	Nature of facility	Lender	Tenure end date	Nominal Interest Rate (%)	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
1	Vehicle term Loan	ICICI Bank	November-24	9.85-Fixed	2.17	2.64	3.25	4.95	6.50
2	Vehicle term Loan	ICICI Bank	September-26	10.25-Fixed	14.21	-	-	-	-
3	Vehicle term Loan	ICICI Bank	March-25	7.75-Fixed	4.93	5.45	6.45	9.30	-
4	Vehicle term Loan	ICICI Bank	July-24	9.5-Fixed	5.78	6.88	9.04	15.10	20.63
5	Vehicle term Loan	ICICI Bank	October-26	9.5-Fixed	7.59	-	-	-	-
6	Vehicle term Loan	ICICI Bank	November-24	9.85-Fixed	2.17	2.64	3.25	4.95	6.50
7	Plant and machinery	ICICI Bank	September-28	10.5-Fixed	105.98	106.20	-	-	-
8	Vehicle term Loan	ICICI Bank	April-25	9.5-Fixed	5.01	6.25	8.03	11.09	-
9	Vehicle term Loan	ICICI Bank	August-22	9.8-Fixed	-	-	-	1.10	3.57
10	Vehicle term Loan	HDFC Bank	March-23	10 - Fixed	-	-	-	-	3.95
11	Vehicle term Loan	HDFC Bank	March-23	10 - Fixed	-	-	-	-	3.95
12	Vehicle term Loan	HDFC Bank	March-23	10 - Fixed	-	-	-	-	3.23
13	Vehicle term Loan	Punjab National Bank	January-26	8.7-Floating	7.44	8.15	8.84	-	-
14	Vehicle term Loan	Punjab National Bank	February-26	8.7-Floating	7.85	8.33	9.26	-	-
15	Vehicle term Loan	Punjab National Bank	February-26	8.7-Floating	7.85	8.33	9.26	-	-
16	Vehicle term Loan	Punjab National Bank	May-26	8.6-Fixed	7.92	8.57	-	-	-
17	Vehicle term Loan	Punjab National Bank	May-26	8.6-Fixed	7.92	8.57	-	-	-
18	Vehicle term Loan	Punjab National Bank	May-26	8.8-Floating	8.56	9.27	-	-	-
19	Vehicle term Loan	Punjab National Bank	May-26	8.8-Floating	8.56	9.27	-	-	-
20	Vehicle term Loan	Punjab National Bank	June-26	8.8-Floating	9.04	9.75	-	-	-
21	Vehicle term Loan	Punjab National Bank	June-26	8.8-Floating	9.04	9.52	-	-	-
22	Vehicle term Loan	Toyota Financial Services India Limited	February-24	9.74-Fixed	2.86	4.01	6.26	12.59	18.33
<b>Total</b>				<b>224.88</b>	<b>213.83</b>	<b>63.64</b>	<b>59.08</b>	<b>66.66</b>	
<b>Less: Current maturities of long term borrowings (Annexure V.5)</b>				<b>(68.52)</b>	<b>(60.95)</b>	<b>(32.17)</b>	<b>(22.82)</b>	<b>(27.95)</b>	
<b>LONG TERM BORROWINGS</b>				<b>156.36</b>	<b>152.88</b>	<b>31.47</b>	<b>36.26</b>	<b>38.71</b>	

**3.2** Vehicle terms loans from banks and financial institution are secured against hypothecation of vehicles. These loans are repayable in equal monthly installments. Term loan taken for plant and machinery is unsecured. This loan is also repayable in equal monthly installments.

**3.3** Since, the Company has been formed from conversion of Partnership firm into Company, it is under process of getting the charges registered with the ROC of the Company.

**V. 4 RESTATED STATEMENT OF NON CURRENT LIABILITY**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security Deposits and EMD	75.09	79.55	72.85	103.88	57.25
<b>Total</b>	<b>75.09</b>	<b>79.55</b>	<b>72.85</b>	<b>103.88</b>	<b>57.25</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 5 RESTATED STATEMENT OF SHORT TERM BORROWINGS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Secured Loans</b>					
Bank overdraft	107.19	98.79	132.00	111.38	80.61
Current maturities of long-term debt					
--- from Banks	49.80	43.85	25.91	16.49	22.21
--- from Financial Institution	2.86	4.01	6.26	6.33	5.74
<b>Unsecured Loans</b>					
Current maturities of long-term debt					
--- from Banks	15.86	13.09	-	-	-
Loans from Related Party	26.50	-	30.27	16.45	14.16
Loans from others	5.00	-	-	-	11.30
<b>Total</b>	<b>207.21</b>	<b>159.74</b>	<b>194.44</b>	<b>150.65</b>	<b>134.02</b>

5.1 Bank overdraft facility has been availed from Punjab National Bank. It is secured by hypothecation of entire book debts, present and future, arising out of genuine credit business transactions. It carries a floating interest rate.

5.2 Unsecured loans from related parties and others are repayable on demand.

**V. 6 RESTATED STATEMENT OF TRADE PAYABLES**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A) Total outstanding dues of micro and small enterprises	-	-	-	-	-
B) Total outstanding dues of creditors other than micro and small enterprises	488.44	283.58	276.77	344.86	418.65
<b>Total</b>	<b>488.44</b>	<b>283.58</b>	<b>276.77</b>	<b>344.86</b>	<b>418.65</b>

6.1 The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence, the information required to be given in accordance with Section 22 of the said Act, is not ascertainable and hence, not disclosed.

6.2 Refer note no. V. 23 for trade payables ageing schedule.

**V. 7 RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Statutory liability payable	127.66	60.82	96.41	3.20	86.77
Salary Payable	127.49	133.39	143.31	96.64	87.21
Other Expenses Payable	0.29	0.32	40.46	4.06	2.10
Advances received from customer	-	-	-	20.54	36.63
<b>Total</b>	<b>255.44</b>	<b>194.53</b>	<b>280.18</b>	<b>124.44</b>	<b>212.71</b>

**V. 8 RESTATED STATEMENT OF SHORT TERM PROVISIONS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for income tax	326.58	222.99	222.47	134.54	66.53
<b>Total</b>	<b>326.58</b>	<b>222.99</b>	<b>222.47</b>	<b>134.54</b>	<b>66.53</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 10 RESTATED STATEMENT OF DEFERRED TAX ASSETS (NET)**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Deferred tax assets on account of:</b>					
Carried forward business losses and unabsorbed depreciation	-	-	-	-	-
Expenses covered under section 43B of the Income Tax Act	-	-	-	-	-
Difference of carrying value of fixed assets as per Companies Act, 2013 and The Income Tax Act, 1961	18.23	17.28	16.85	9.93	6.64
<b>Total (A)</b>	<b>18.23</b>	<b>17.28</b>	<b>16.85</b>	<b>9.93</b>	<b>6.64</b>
<b>Deferred tax liabilities on account of:</b>					
Difference of carrying value of fixed assets as per Companies Act, 2013 and The Income Tax Act, 1961	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred tax assets / (liabilities) (Net) (A-B)</b>	<b>18.23</b>	<b>17.28</b>	<b>16.85</b>	<b>9.93</b>	<b>6.64</b>
Less: Deferred tax assets already recognised	17.28	16.85	9.93	6.64	-
<b>Charge / (Credit) to statement of profit and loss account</b>	<b>(0.95)</b>	<b>(0.43)</b>	<b>(6.92)</b>	<b>(3.29)</b>	<b>(6.64)</b>

**V. 11 RESTATED STATEMENT OF OTHER NON CURRENT ASSETS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security Deposit/EMD/Retention Money	222.63	242.06	197.16	289.65	287.53
<b>Other Bank Balance</b>					
-----Deposites under lien as security against guarantees	239.97	240.22	250.42	333.95	287.02
<b>Total</b>	<b>462.60</b>	<b>482.28</b>	<b>447.58</b>	<b>623.60</b>	<b>574.55</b>

**V. 12 RESTATED STATEMENT OF TRADE RECEIVABLES**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured, considered good	-	-	-	-	-
Unsecured, considered good	1,329.34	743.12	949.67	312.83	323.38
Doubtful receivables	-	-	-	-	-
Less: Provision for doubtful receivables	-	-	-	-	-
<b>Total</b>	<b>1,329.34</b>	<b>743.12</b>	<b>949.67</b>	<b>312.83</b>	<b>323.38</b>

**12.1** Refer note no. V. 24 for trade receivable ageing schedule for current and previous year.

**V. 13 RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash in hand	0.59	0.20	0.07	0.21	0.39
Balances with banks					
-In current accounts	5.11	4.15	2.20	11.62	2.41
<b>Total</b>	<b>5.70</b>	<b>4.35</b>	<b>2.27</b>	<b>11.83</b>	<b>2.80</b>

**V. 14 RESTATED STATEMENT OF SHORT TERM LOAN AND ADVANCES**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance given to Suppliers	10.41	3.14	1.50	4.05	2.50
Capital advances	-	-	-	20.00	-
<b>Total</b>	<b>10.41</b>	<b>3.14</b>	<b>1.50</b>	<b>24.05</b>	<b>2.50</b>

**V. 15 RESTATED STATEMENT OF OTHER CURRENT ASSET**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest Accrued	54.47	50.79	58.19	48.97	40.29
Claims recoverable from government					
----Goods and Services Tax	4.85	6.52	3.41	8.71	12.89
----TDS Receivable and advance tax	339.23	260.84	224.44	318.35	280.78
Other advances	13.45	5.19	2.02	5.05	15.70
<b>Total</b>	<b>412.00</b>	<b>323.34</b>	<b>288.06</b>	<b>381.08</b>	<b>349.66</b>

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Annexure V : Restated Notes for the Financial Statements

V. 9

**RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

(INR in lakhs)

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at July 20, 2023	Additions/ Adjustments during the year	Deductions/ Retirement during the year	As at September 30, 2023	As at July 20, 2023	For the year	Deductions/ Adjustments during the year	As at September 30, 2023	As at September 30, 2023	As at July 20, 2023
<b>A. Property, Plant and Equipment</b>										
Computer	60.10	0.57	-	60.67	43.90	1.69	-	45.59	15.08	16.20
Furniture and fixtures	21.54	-	-	21.54	13.12	0.43	-	13.55	7.99	8.42
Plant & Machinery	247.61	-	-	247.61	61.39	8.80	-	70.19	177.42	186.22
Vehicles	261.07	23.72	(10.36)	274.43	107.41	8.10	(7.60)	107.91	166.52	153.66
Land	91.51	-	-	91.51	-	-	-	-	91.51	91.51
Building	66.20	-	-	66.20	13.49	0.99	-	14.48	51.72	52.71
<b>Total (A)</b>	<b>748.03</b>	<b>24.29</b>	<b>(10.36)</b>	<b>761.96</b>	<b>239.31</b>	<b>20.01</b>	<b>(7.60)</b>	<b>251.72</b>	<b>510.24</b>	<b>508.72</b>
<b>B. Intangible Assets</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>748.03</b>	<b>24.29</b>	<b>(10.36)</b>	<b>761.96</b>	<b>239.31</b>	<b>20.01</b>	<b>(7.60)</b>	<b>251.72</b>	<b>510.24</b>	<b>508.72</b>
<b>Capital work in progress</b>	<b>45.04</b>	<b>14.87</b>	<b>-</b>	<b>59.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59.91</b>	<b>-</b>

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at April 1, 2023	Additions/ Adjustments during the year	Deductions/ Retirement during the year	As at July 19, 2023	As at April 1, 2023	For the year	Deductions/ Adjustments during the year	As at July 19, 2023	As at July 19, 2023	As at Mar 31, 2023
<b>A. Property, Plant and Equipment</b>										
Computer	55.78	4.32	-	60.10	41.30	2.60	-	43.90	16.20	14.48
Furniture and fixtures	21.11	0.43	-	21.54	12.43	0.69	-	13.12	8.42	8.68
Plant & Machinery	130.67	116.94	-	247.61	52.98	8.41	-	61.39	186.22	77.69
Vehicles	215.64	50.80	(5.37)	261.07	100.12	11.14	(3.85)	107.41	153.66	115.52
Land	91.51	-	-	91.51	-	-	-	-	91.51	91.51
Building	66.20	-	-	66.20	11.94	1.55	-	13.49	52.71	54.26
<b>Total (A)</b>	<b>580.91</b>	<b>172.49</b>	<b>(5.37)</b>	<b>748.03</b>	<b>218.77</b>	<b>24.39</b>	<b>(3.85)</b>	<b>239.31</b>	<b>508.72</b>	<b>362.14</b>
<b>B. Intangible Assets</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>580.91</b>	<b>172.49</b>	<b>(5.37)</b>	<b>748.03</b>	<b>218.77</b>	<b>24.39</b>	<b>(3.85)</b>	<b>239.31</b>	<b>508.72</b>	<b>362.14</b>
<b>Capital work in progress</b>	<b>36.06</b>	<b>8.98</b>	<b>-</b>	<b>45.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.04</b>	<b>36.06</b>

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at April 1, 2022	Additions/ Adjustments during the year	Deductions/ Retirement during the year	As at Mar 31, 2023	As at April 1, 2022	For the year	Deductions/ Adjustments during the year	As at Mar 31, 2023	As at Mar 31, 2023	As at Mar 31, 2022
<b>A. Property, Plant and Equipment</b>										
Computer	48.43	7.35	-	55.78	26.66	14.64	-	41.30	14.48	21.77
Furniture and fixtures	18.53	2.58	-	21.11	9.93	2.50	-	12.43	8.68	8.60
Plant & Machinery	65.55	65.12	-	130.67	20.53	32.45	-	52.98	77.69	45.02
Vehicles	161.85	56.44	(2.65)	215.64	78.71	22.91	(1.50)	100.12	115.52	83.14
Land	91.51	-	-	91.51	-	-	-	-	91.51	91.51
Building	66.20	-	-	66.20	6.24	5.70	-	11.94	54.26	59.96
<b>Total (A)</b>	<b>452.07</b>	<b>131.49</b>	<b>(2.65)</b>	<b>580.91</b>	<b>142.07</b>	<b>78.20</b>	<b>(1.50)</b>	<b>218.77</b>	<b>362.14</b>	<b>310.00</b>
<b>B. Intangible Assets</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>452.07</b>	<b>131.49</b>	<b>(2.65)</b>	<b>580.91</b>	<b>142.07</b>	<b>78.20</b>	<b>(1.50)</b>	<b>218.77</b>	<b>362.14</b>	<b>310.00</b>
<b>Capital work in progress</b>	<b>-</b>	<b>36.06</b>	<b>-</b>	<b>36.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36.06</b>	<b>-</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

V. 9

RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(INR in lakhs)

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at April 1, 2021	Additions/ Adjustments during the year	Deductions/ Retirement during the year	As at Mar 31, 2022	As at April 1, 2021	For the year	Deductions/ Adjustments during the year	As at Mar 31, 2022	As at Mar 31, 2022	As at Mar 31, 2021
<b>A. Property, Plant and Equipment</b>										
Computer	25.52	22.91	-	48.43	15.78	10.88	-	26.66	21.77	9.74
Furniture and fixtures	17.76	0.77	-	18.53	7.09	2.84	-	9.93	8.60	10.67
Plant & Machinery	44.48	21.07	-	65.55	11.79	8.74	-	20.53	45.02	32.69
Vehicles	139.38	22.47	-	161.85	57.16	21.55	-	78.71	83.14	82.22
Land	-	91.51	-	91.51	-	-	-	-	91.51	-
Building	-	66.20	-	66.20	-	6.24	-	6.24	59.96	-
<b>Total (A)</b>	<b>227.14</b>	<b>224.93</b>	-	<b>452.07</b>	<b>91.82</b>	<b>50.25</b>	-	<b>142.07</b>	<b>310.00</b>	<b>135.32</b>
<b>B. Intangible Assets</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>227.14</b>	<b>224.93</b>	-	<b>452.07</b>	<b>91.82</b>	<b>50.25</b>	-	<b>142.07</b>	<b>310.00</b>	<b>135.32</b>

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at April 1, 2020	Additions/ Adjustments during the year	Deductions/ Retirement during the year	As at Mar 31, 2021	As at April 1, 2020	For the year	Deductions/ Adjustments during the year	As at Mar 31, 2021	As at Mar 31, 2021	As at Mar 31, 2020
<b>A. Property, Plant and Equipment</b>										
Computer	17.88	7.64	-	25.52	7.85	7.93	-	15.78	9.74	10.03
Furniture and fixtures	16.42	1.34	-	17.76	3.65	3.44	-	7.09	10.67	12.78
Plant & Machinery	29.27	15.21	-	44.48	5.80	5.99	-	11.79	32.69	23.47
Vehicles	139.38	-	-	139.38	28.44	28.72	-	57.16	82.22	110.93
Land	-	-	-	-	-	-	-	-	-	-
Building	-	-	-	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>202.95</b>	<b>24.19</b>	-	<b>227.14</b>	<b>45.74</b>	<b>46.08</b>	-	<b>91.82</b>	<b>135.32</b>	<b>157.21</b>
<b>B. Intangible Assets</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>-</b>	-	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>202.95</b>	<b>24.19</b>	-	<b>227.14</b>	<b>45.74</b>	<b>46.08</b>	-	<b>91.82</b>	<b>135.32</b>	<b>157.21</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 16 RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Sale of Service	923.41	556.25	3,441.88	2,581.16	2,173.06
<b>Total</b>	<b>923.41</b>	<b>556.25</b>	<b>3,441.88</b>	<b>2,581.16</b>	<b>2,173.06</b>

**V. 17 RESTATED STATEMENT OF OTHER INCOME**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Interest income on Fixed deposit	3.68	5.55	19.90	19.21	23.87
Interest income on Income Tax Refund	-	-	5.77	8.39	14.58
Discount	-	-	0.07	0.06	0.03
Miscellaneous Income	-	-	10.27	69.54	0.59
Profit on Sale of Fixed Asset	0.74	-	0.25	-	-
<b>Total</b>	<b>4.42</b>	<b>5.55</b>	<b>36.26</b>	<b>97.20</b>	<b>39.07</b>

**V. 18 RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Director's Remuneration	-	-	32.00	40.00	24.00
Salaries and Wages	169.15	236.08	799.37	659.50	724.07
Contributions to Provident Fund & Other Fund	0.00	0.16	0.72	1.06	1.25
Staff Welfare	0.21	-	-	0.70	2.50
<b>Total</b>	<b>169.36</b>	<b>236.24</b>	<b>832.09</b>	<b>701.26</b>	<b>751.82</b>

**V. 19 RESTATED STATEMENT OF FINANCE COST**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Bank Charges	1.18	3.70	4.64	3.49	11.57
Interest Expense	7.41	5.31	53.65	48.73	69.44
<b>Total</b>	<b>8.59</b>	<b>9.01</b>	<b>58.29</b>	<b>52.22</b>	<b>81.01</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 20 RESTATED STATEMENT OF OTHER EXPENSES**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Audit fees	-	-	-	1.71	0.85
Advertisement Expenses	-	0.16	-	0.29	-
Bad Debts	0.50	15.03	8.73	2.19	16.67
Communication expenses	0.08	0.55	1.61	1.67	1.73
Tender Expense	1.01	2.66	6.23	10.16	9.50
Electricity and Fuel expense	19.41	30.55	85.34	64.63	62.24
Rent expense	35.03	57.64	139.96	108.43	94.45
Office Expenses	7.99	16.24	39.12	43.73	38.13
Printing and stationery	2.60	3.26	7.13	10.29	6.83
Pre Incorporation Expenses	-	19.37	-	-	-
Preliminary Exp	0.40	-	-	-	-
Repair and Maintenance	2.34	6.75	22.66	17.96	15.23
Travelling and conveyance	9.85	13.26	59.25	72.68	41.10
Legal and Professional fees	281.12	117.86	1,339.98	1,055.75	804.49
Loss on Sale of Car	-	1.08	-	-	-
Interest & late fees of TDS & GST	0.75	0.08	3.36	6.76	5.05
Security Service Expense	-	-	-	0.36	1.08
Donation	-	-	0.30	-	0.72
Rates and taxes	0.06	1.10	1.85	4.64	0.95
Insurance Expense	0.42	5.48	13.40	8.84	6.02
Miscellaneous expenses	0.36	0.79	10.93	0.33	6.48
	<b>361.92</b>	<b>291.86</b>	<b>1,739.85</b>	<b>1,410.42</b>	<b>1,111.52</b>

**20.1 Payment to auditors**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Statutory Audit Fee	-	-	-	1.71	0.85
Tax Audit Fees	-	-	-	-	-
Certification Fee	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.71</b>	<b>0.85</b>

**V. 21 RESTATED STATEMENT OF EARNINGS PER SHARE (EPS)**

Particulars	For the period ended July 20, 2023 to September 30, 2023*	For the year ended April 01 2023 to 19 July 2023*#	For the year ended 2022-23#	For the year ended 2021-22#	For the year ended 2020-21#
Profits after tax (A)	265.31	0.21	554.16	332.96	161.81
Weighted average number of Equity shares (B)	1,26,64,700	1,03,40,000	1,02,59,500	77,86,900	46,69,800
<b>Basic / Diluted EPS (A/B)</b>	<b>2.09</b>	<b>0.00</b>	<b>5.40</b>	<b>4.28</b>	<b>3.47</b>

\*EPS not annualised.

#EPS for prior years have been calculated by dividing the outstanding capital as on the respective periods by INR 10 to arrive at number of shares.

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 22 RESTATED STATEMENT OF CONTINGENT LIABILITY AND CAPITAL COMMITMENTS**

Particulars	As at September 30, 2023	As at July 19, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Claims against Company not acknowledged as debt	-	-	-	-	-
Guarantees against Performance/Security/EMD	-	-	-	-	-
Capital Commitments	-	-	-	68.07	-
<b>Contingent Liability*</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*There are no contingent liabilities as on September 30, 2023. The Goods and service Tax department has issued show cause notices for the period 1.07.2017 to 31.03.2018 and for the FY 2018-19, 2019-20 & 2020-21. It is unascertainable that the liability may or may not arise in future.

**V. 23 RESTATED STATEMENT OF AGEING SCHEDULE OF TRADE PAYABLES**

(a) Trade payable ageing schedule as at September 30, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	437.88	45.68	2.88	2.00	<b>488.44</b>
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>437.88</b>	<b>45.68</b>	<b>2.88</b>	<b>2.00</b>	<b>488.44</b>

(b) Trade payable ageing schedule as at July 19, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	228.53	50.17	2.88	2.00	<b>283.58</b>
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>228.53</b>	<b>50.17</b>	<b>2.88</b>	<b>2.00</b>	<b>283.58</b>

(c) Trade payable ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	259.84	2.14	-	14.79	<b>276.77</b>
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>259.84</b>	<b>2.14</b>	<b>-</b>	<b>14.79</b>	<b>276.77</b>

(d) Trade payable ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	243.24	36.36	65.26	-	<b>344.86</b>
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>243.24</b>	<b>36.36</b>	<b>65.26</b>	<b>-</b>	<b>344.86</b>

(e) Trade payable ageing schedule as at March 31, 2021

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	313.96	104.69	-	-	<b>418.65</b>
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>313.96</b>	<b>104.69</b>	<b>-</b>	<b>-</b>	<b>418.65</b>

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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 24 RESTATED STATEMENT OF AGEING SCHEDULE OF TRADE RECEIVABLES**

**(a) Trade receivable ageing schedule as at September 30, 2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months -1 year	1-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	800.44	115.82	368.90	44.18	1,329.34
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>800.44</b>	<b>115.82</b>	<b>368.90</b>	<b>44.18</b>	<b>1,329.34</b>

**(b) Trade receivable ageing schedule as at July 19, 2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months -1 year	1-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	234.40	386.97	80.21	41.54	743.12
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>234.40</b>	<b>386.97</b>	<b>80.21</b>	<b>41.54</b>	<b>743.12</b>

**(c) Trade receivable ageing schedule as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months -1 year	1-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	832.41	60.96	56.30	-	949.67
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>832.41</b>	<b>60.96</b>	<b>56.30</b>	<b>-</b>	<b>949.67</b>

**(d) Trade receivable ageing schedule as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months -1 year	1-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	230.96	12.56	69.31	-	312.83
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>230.96</b>	<b>12.56</b>	<b>69.31</b>	<b>-</b>	<b>312.83</b>

**(e) Trade receivable ageing schedule as at March 31, 2021**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months -1 year	1-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	287.33	10.41	25.64	-	323.38
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>287.33</b>	<b>10.41</b>	<b>25.64</b>	<b>-</b>	<b>323.38</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
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Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 25 RESTATED STATEMENT OF RELATED PARTY DISCLOSURES**

**A. List of related parties with whom transactions have taken place during the year:-**

Particulars	Relationship
Key managerial persons	Ajay Verma , Managing Director, w.e.f July 20,2023 Yogendra Kumar Singh , Whole-time director, w.e.f July 20,2023 Seema Verma, Director, w.e.f July 20,2023 and upto December 01, 2023 Nisha Singh, Director, w.e.f July 20,2023 and upto December 01, 2023 Vinod Chandra Semwal, Director, w.e.f October 15,2023 Vijay Kumar Amar, Director, w.e.f October 15,2023 Sanjay Chaudhary, Director, w.e.f October 15,2023 Divyani Singh, Director, w.e.f October 15,2023 Neha Jain, Company Secretary, w.e.f October 16,2023 Sonu Kumar Gupta, Chief Financial Officer (CFO), w.e.f October 16,2023
Enterprise with significant influence of Key managerial persons	Yogendra Kumar Singh HUF

**B. Transactions during the year with related parties:-**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
<b>Director Remuneration</b>					
Ajay Verma	-	-	8.00	10.00	6.00
Seema Verma	-	-	8.00	10.00	6.00
Nisha Singh	-	-	8.00	10.00	6.00
Yogendra Kumar Singh	-	-	8.00	10.00	6.00
	-	-	<b>32.00</b>	<b>40.00</b>	<b>24.00</b>
<b>Interest Paid</b>					
Yogendra Kumar Singh HUF	-	-	2.02	2.55	2.19
Ajay Verma	-	-	1.21	-	3.74
Seema Verma	-	-	14.63	15.34	16.00
Nisha Singh	-	-	8.14	6.63	15.26
Yogendra Kumar Singh	-	-	9.11	9.75	7.83
	-	-	<b>35.11</b>	<b>34.27</b>	<b>45.02</b>
<b>Loans Repaid</b>					
Yogendra Kumar Singh HUF	-	30.27	-	-	-
	-	<b>30.27</b>	-	-	-
<b>Loans Taken</b>					
Yogendra Kumar Singh	26.50	-	-	-	-
Yogendra Kumar Singh HUF	-	-	12.00	-	-
	<b>26.50</b>	-	<b>12.00</b>	-	-

**C. Balance repayable at year end**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Yogendra Kumar Singh	26.50	-	-	-	-
Yogendra Singh HUF	-	-	30.27	16.45	14.16
	<b>26.50</b>	-	<b>30.27</b>	<b>16.45</b>	<b>14.16</b>

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 26 RESTATED STATEMENT OF ACCOUNTING RATIOS**

Particulars	Note	As at September 30, 2023*	As at July 19, 2023*	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Ratio	1	1.38	1.25	1.27	0.97	0.82
Debt-Equity Ratio	2	0.28	0.30	0.22	0.24	0.37
Debt Service Coverage Ratio	3	53.24	0.87	16.80	11.56	4.86
Return on Equity Ratio	4	0.23	0.00	0.61	0.53	0.30
Inventory Turnover Ratio	5	NA	NA	NA	NA	NA
Trade Receivable turnover Ratio	6	0.89	0.66	5.45	8.11	7.81
Trade Payable turnover Ratio	7	-	-	-	-	-
Net Capital turnover Ratio	8	1.92	2.61	12.86	-104.50	-14.15
Net Profit Ratio	9	0.29	0.00	0.16	0.13	0.07
Return on Capital Employed	10	0.23	0.01	0.67	0.54	0.48
Return on Investment	11	0.02	0.02	0.07	0.06	0.17

\*Not annualised.

**Note**

1. Current Ratio= Current Asset/Current Liabilities
2. Debt-Equity Ratio= Total Debt/Shareholder Equity
3. Debt Service Coverage Ratio= Earning available of debt services/Debt Services
4. Return on Equity Ratio= Net profit after tax/Average Shareholder Equity
5. Inventory Turnover Ratio= Sales /Average Inventory
6. Trade Receivable turnover Ratio= Net Credit Sales/Avg accounts receivable
7. Trade Payable turnover Ratio= Net Credit Purchases/Avg trade payables
8. Net Capital turnover Ratio= Net Sales/Working Capital
9. Net Profit Ratio = Net profit after tax/Net Sales
10. Return on Capital Employed= Earning before Interest and taxes/Capital Employed
11. Return on Investment= Interest income/Average investment

**V. 27 RESTATED STATEMENT OF CAPITALISATION STATEMENT**

Particulars		Pre-issue	Post-issue*
<b>Borrowings:</b>			
Long Term Debt	(A)	209.02	209.02
Short Term Debt	(B)	154.55	154.55
<b>Total Debts</b>	(C=A+B)	<b>363.57</b>	<b>363.57</b>
<b>Shareholders' funds</b>			
Share capital		1,266.47	*
Reserves and surplus		32.84	*
<b>Total Shareholders' funds</b>	(B)	<b>1,299.31</b>	-
<b>Long Term debt / Shareholders' funds</b>	(A/B)	0.16	*
<b>Total Debts / Shareholders' funds</b>	(C/B)	0.28	*

\*Shall be calculated prior to filing of prospectus stage.

**27.1** The figures disclosed above are based on Restated Statement of Assets and Liabilities of the Company as at September 30, 2023.

**27.2** Long term Debts includes current maturities of long-term debt.

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**V. 28 RESTATED STATEMENT OF TAX SHELTER**

S.No.	Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
A	<b>Profit before tax</b>	367.95	0.30	769.71	464.21	221.70
	Normal Corporate Tax Rates (%)	26.00	26.00	26.00	26.00	26.00
	MAT Tax Rates (%)	15.60	-	-	-	-
B	Tax thereon (including surcharge and education cess)	102.37	0.08	214.13	129.14	61.68
C	<b>Adjustments:</b>					
C	<b>Timing Differences</b>					
	Disallowance of Expenses/Income under Income Tax Act	0.00	0.30	0.87	1.88	1.41
	Difference between tax depreciation and book depreciation	1.22	0.14	7.47	3.52	3.44
D	<b>Income Tax under Normal Provision</b>	103.59	0.52	222.47	134.54	66.53
E	<b>Taxable Income Under MAT</b>	367.95	-	-	-	-
F	<b>Income Tax under MAT under section 115JB of Income Tax Act</b>	57.40	-	-	-	-
G	<b>Net Tax Expenses (Higher of D or F)</b>	<b>103.59</b>	<b>0.52</b>	<b>222.47</b>	<b>134.54</b>	<b>66.53</b>

**V. 29 RESTATED STATEMENT OF SEGMENT REPORTING**

The company is primarily engaged in providing all kind of advisory and consultancy services related with infrastructure development which constitutes a single business segment with different geographical locations. In view of above, reporting disclosures for business/geographical segment as envisaged in AS-17 are applicable to the Company.

Geographical Reportable Segment Revenue	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Madhya Pradesh	320.36	147.08	1,344.77	762.83	858.00
Nagaland	192.20	123.81	815.71	742.52	610.68
Others	410.85	285.36	1,281.40	1,075.81	704.38
<b>Total</b>	<b>923.41</b>	<b>556.25</b>	<b>3,441.88</b>	<b>2,581.16</b>	<b>2,173.06</b>

**V. 30 MATERIAL ADJUSTMENT TO RESTATED FINANCIAL STATEMENTS**

- A. Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company as at September 30, 2023 and the requirements of SEBI Regulations.
- B. The Summary of results of restatement made in the Audited Financial Statements for the respective period/years and its impact on the profit/ (loss) of the Company:

**B1. Reconciliation of Restated Profit**

Particulars	For the period ended July 20, 2023 to September 30, 2023	For the period ended April 01 2023 to 19 July 2023	For the year ended 2022-23	For the year ended 2021-22	For the year ended 2020-21
Net profit/(Loss) after Tax as per Audited Profit & Loss Account (A)	223.95	17.86	796.32	476.86	234.07
<b>Adjustment for :</b>					
Profit / (loss) on sale of assets	6.31	1.28	0.25	-	-
Depreciation	7.11	(24.39)	(26.86)	(12.65)	(12.37)
Expense recognised in earlier period	19.37	-	-	-	-
Interest income	3.68	5.55	-	-	-
Provision for income tax	7.49	(0.52)	(222.47)	(134.54)	(66.53)
Deferred tax	(2.60)	0.43	6.92	3.29	6.64
<b>Total Adjustments</b> (B)	<b>41.36</b>	<b>(17.65)</b>	<b>(242.16)</b>	<b>(143.90)</b>	<b>(72.26)</b>
<b>Net Profit/ (Loss) After Tax as Restated (C=A+B)</b>	<b>265.31</b>	<b>0.21</b>	<b>554.16</b>	<b>332.96</b>	<b>161.81</b>

- B2. Refer note V.1 for restated statement of partner's capital account.

**MANGLAM INFRA & ENGINEERING LIMITED (erstwhile Partnership firm "Manglam Associates")**  
(CIN: U43900MP2023PLC066771)

Annexure V : Restated Notes for the Financial Statements

(INR in lakhs)

**B3. Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:**

**(i) Difference on Account of Change in Deferred Tax**

Deferred Tax Assets recognized in accounting year on Timing Difference due to difference in rates/method of Depreciation as per Companies Act and Income Tax Act.

**(ii) Difference on Account of Change in Method of Depreciation**

Since partnership Firm is converted into company w.e.f. July 20, 2023, all the depreciation charged for earlier period has been restated as per the method provided in Schedule II of The Companies Act, 2013. Accordingly, due to such change, gain/ loss on disposal of asset has been recalculated.

**(iii) Difference on Account of Change in Provision for Income Tax**

Provision for income tax has been restated as per tax rates applicable to companies.

**(iv) ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT**

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Financial Statements of the Company as at September 30, 2023, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations,2018 (as amended) .

**V. 31 RESTATED STATEMENT OF ADDITIONAL DISCLOSURES AS PER SCHEDULE III OF THE COMPANIES ACT, 2013**

- 1 Company does not have any expense in foreign currency.
- 2 There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard (AS) - 28 "Impairment of Assets".
- 3 The Company does not have any reportable segment. Accordingly, disclosure under Accounting Standard 17 "Segment Reporting" is presently not applicable.
- 4 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 5 The Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013.
- 6 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 7 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in other person or entities ("ultimate beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries. The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding that the Company shall lend or invest in other persons or entities identified by or on behalf of the Funding Party or provide any guarantee, security or the like from to or on behalf of the Ultimate Beneficiaries.
- 8 The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 9 Figures of the previous year have been regrouped or rearranged, wherever considered necessary, to suit the current year's presentation.

For PAWAN SHUBHAM & CO.  
Chartered Accountants  
Firm's Registration No: 011573C

For and On behalf of the Board of Directors of  
**MANGLAM INFRA & ENGINEERING LIMITED**

(CA Prateek Jain)  
Partner  
Membership No. 556482

Yogendra Kumar Singh  
(Whole-time director)  
DIN No. 03551106

Ajay Verma  
(Managing Director)  
DIN No. 07129690

Place: Bhopal  
Date: December 11, 2023

Sonu Kumar Gupta  
(CFO)  
PAN No. BIYPG0832M

Neha Jain  
(Company Secretary)  
PAN No. AXOPJ9946K

## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

Particulars	For the six months period ended September 30, 2023*	For the Fiscal March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Basic EPS (in ₹)	2.09	5.40	4.28	3.47
Diluted EPS (in ₹)	2.09	5.40	4.28	3.47
Return on net worth (%)	22.84%	61.42%	53.46%	29.64%
Net asset value per equity share (in ₹)	10.26	10.00	10.00	10.00
EBITDA (in ₹ lakhs)	420.28	869.94	469.48	309.72

\* Not Annualised

**Notes:** The ratios have been computed as under:

1. *Basic and diluted EPS: Restated profit for the year of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with AS 20 - Earnings per share.*
2. *Return on Net Worth: Net Profit after tax, as restated divided by Average Net-worth, as restated (Net worth include share capital and reserves and surplus)*
3. *Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*
4. *EBDITA means Profit before depreciation, finance cost, tax and amortization and excluding other income.*
5. *Accounting and other ratios are derived from the Restated Financial Information.*

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2023, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Financial Information – Restated Financial Statements*" and "*Risk Factors*" on pages 197, 169 and 31, respectively.

*(Amount in ₹ in Lakhs)*

Particulars	Pre-Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	154.55	[●]
Long term debt (B)	209.02	[●]
<b>Total debts (C)</b>	<b>363.57</b>	[●]
<b>Shareholders' funds</b>		
Share capital	1,266.47	[●]
Reserve and surplus	32.84	[●]
<b>Total shareholders' funds</b>	<b>1299.31</b>	[●]
<b>Long term debt / shareholders' funds</b>	0.16	[●]
<b>Total debt / shareholders' funds</b>	0.28	[●]

\*Shall be calculated prior to filing of prospectus stage

Note:

- (1) The figures disclosed above are based on Restated Statement of Assets and Liabilities of the Company as at September 30, 2023.
- (2) Long term Debts includes current maturities of long-term debt.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Year ended on March 31, 2021, March 31, 2022, March 31, 2023, and for the period ended on July 19, 2023, and September 30, 2023. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled "*Risk Factors*" beginning on page 31 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Manglam Infra & Engineering Limited (erstwhile Partnership firm "Manglam Associates"), our Company. Unless otherwise indicated, financial information included herein are based on our "*Restated Financial Statements*" for Financial Year ended on March 31, 2021, March 31, 2022, March 31, 2023 and for the period ended on July 19, 2023 and September 30, 2023 included in this Draft Red Herring Prospectus beginning on page 169.

### **BUSINESS OVERVIEW**

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 in the name and style of "Manglam Associates" pursuant to partnership deed dated February 17, 2010 between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma. The partnership firm was then converted into Public Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Manglam Infra & Engineering Limited vide Certificate of Incorporation dated July 20, 2023, was issued by the Registrar of Companies, Central Registration Centre. The corporate identification number of our Company is U43900MP2023PLC066771. The initial subscribers to the Memorandum of Association of our Company are Yogendra Kumar Singh, Ajay Verma, Nisha Singh, Seema Verma, Dinesh Kumar Tripathi, Munish Verma and Sanika Singh.

We are an infrastructure consultancy company, and our core business is providing project management consultancy services which includes detailed project reports (DPRs), Supervision and quality control (SQC), and operation & maintenance (O & M) for Highways/Roads, Bridges, Tunnels, Buildings/Urban development. We undertake various project independently as well as through Joint ventures and MoUs with other players in this industry. As on date of the Draft Red Herring Prospectus, we cater to various state governments of Madhya Pradesh, Jammu & Kashmir, Bihar, Arunachal Pradesh, Jharkhand, Himachal Pradesh, Uttar Pradesh, Manipur, Nagaland, Maharashtra, Assam, Rajasthan, Uttarakhand and Haryana and central government and have completed total 127 projects out of which 115 projects are undertaken on an independent basis and 12 projects are undertaken through Joint ventures and MoUs. Currently, we have 46 on-going projects out of which 25 projects are being undertaken on an independent basis and 21 projects are being undertaken through Joint ventures and MoUs. We are a team of more than 300 qualified professionals, with experience ranging between 7 to 15+ years. In alignment with our business requirements, we also occasionally engage third-party service providers for specific contracts on need basis.

Our Order Book, comprising anticipated revenues from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the client prior to execution of the final contract) as of December 31, 2023, was ₹ 8858.83 Lakhs. Our total revenue and net profit as restated in the financial statements have shown positive CAGR in last three Financial Years. Our total revenue has increased from ₹ 2,212.13 lakhs for Fiscal 2021 to ₹ 3,478.14 lakhs for Fiscal 2023, at a CAGR of 25.39%. Our net profit as restated has increased from ₹ 161.81 lakhs for Fiscal 2021 to ₹ 554.16 lakhs for Fiscal 2023, at a CAGR of 85.06%.

Our promoters, Ajay Verma and Yogendra Kumar Singh collectively bring more than 33 years of technical experience to our organization in the field of Infrastructure Consultancy Engineering Services. Their role as the guiding force has been paramount in the successful execution of our business strategies over the years. Their industry knowledge, understanding, track record, and relationships within the sector have played a pivotal role in the growth of our business. Moreover, these attributes provide us with a competitive edge, enabling the expansion of our geographical footprint. Simultaneously, their strategic insights have empowered us to explore new avenues for future growth.

**Table set forth below is bifurcation of our revenue under our business verticles:**

Business Verticals	For the period ended September 30, 2023		FY 2023		FY 2022		FY 2021		(₹ in lakhs)	
			Amount	%	Amount	%	Amount	%	Amount	%
<b>Detailed Project Report</b>										
Highways/Roads	18.05	1.22%	1,167.25	33.9 %	607.78	23.55%	218.41	10.50%		
Bridges	6.15	0.42%	10.84	0.31%	56.72	2.20%	-	-		
Buildings/Urban Development	-	-	17.19	0.50%	-	-	-	-		
<b>Supervision and quality control</b>										
Highways/Roads	603.38	40.78%	1,442.24	41.9%	1386.05	53.70%	1377.52	63.39%		
Bridges	530.98	35.89%	445.26	12.94%	135.44	5.25%	171.75	7.90%		
Buildings/Urban Development	28.71	1.94%	41.55	1.21%	131.95	5.11%	251.56	11.58%		
<b>Operational and maintenance</b>	<b>292.39</b>	<b>19.76%</b>	<b>317.56</b>	<b>9.23%</b>	<b>263.21</b>	<b>10.20%</b>	<b>153.82</b>	<b>7.08%</b>		
<b>Total</b>	<b>1,479.66</b>	<b>100%</b>	<b>3,441.88</b>	<b>100%</b>	<b>2581.16</b>	<b>100%</b>	<b>2173.06</b>	<b>100%</b>		

**SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of September 30, 2023, as disclosed in this Draft Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

**KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company's future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations.
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Increased market fragmentation.
5. Competition with existing and new entrants
6. Technology System and Infrastructure Risks

**OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, “Annexure IV” beginning under Chapter titled “*Financial Information of our Company*” beginning on page 169 of the Draft Red Herring Prospectus.

**RESULTS OF KEY OPERATIONS**

The following table sets forth select financial data from our restated financial statement of profit and loss for the period ended on September 30, 2023, and financial years ended March 31, 2023, 2022 and 2021 the components of which are also expressed as a percentage of total revenue for such period and financial years

(₹ in lakhs)

Particulars	For the period ended on <b>30.09.20</b> <b>23</b>				For the year ended on <b>31.03.20</b> <b>21</b>			
	% of Total Income	<b>31.03.20</b> <b>23</b>	% of Total Income	<b>31.03.20</b> <b>22</b>	% of Total Income	<b>31.03.20</b> <b>21</b>	% of Total Income	
Revenue from operation	1,479.66	99.33	3,441.88	98.96	2,581.16	96.37	2,173.06	98.23
Other income	9.97	0.67	36.26	1.04	97.20	3.63	39.07	1.77
<b>Total Revenue</b>	<b>1,489.63</b>	<b>100.00</b>	<b>3,478.14</b>	<b>100.00</b>	<b>2,678.36</b>	<b>100.00</b>	<b>2,212.13</b>	<b>100.00</b>
Employee Benefits Expenses	405.60	27.23	832.09	23.92	701.26	26.18	751.82	33.99
Finance Cost	17.60	1.18	58.29	1.68	52.22	1.95	81.01	3.66
Depreciation and Amortisation Cost	44.40	2.98	78.20	2.25	50.25	1.88	46.08	2.08
Other Expenses	653.78	43.89	1,739.85	50.02	1,410.42	52.66	1,111.52	50.25
<b>Total Expenses</b>	<b>1,121.38</b>	<b>75.28</b>	<b>2,708.43</b>	<b>77.87</b>	<b>2,214.15</b>	<b>82.67</b>	<b>1,990.43</b>	<b>89.98</b>
<b>Profit Before Tax</b>	<b>368.25</b>	<b>24.72</b>	<b>769.71</b>	<b>22.13</b>	<b>464.21</b>	<b>17.33</b>	<b>221.70</b>	<b>10.02</b>
Tax Expenses	102.73	6.90	215.55	6.20	131.25	4.90	59.89	2.71
<b>Profit (Loss) for the Year</b>	<b>265.52</b>	<b>17.82</b>	<b>554.16</b>	<b>15.93</b>	<b>332.96</b>	<b>12.43</b>	<b>161.81</b>	<b>7.31</b>

## Review of Restated Financials

**Revenue from Operations:** Revenue from operations mainly consists of sale of services by way of 1) Detailed Project Report of Bridges, Roads & Industrial Development; 2) Supervision & Quality Control services of Bridges, Roads, O&M, RAMS, Industrial Development & Buildings.

**Other Income:** Other income includes interest income on fixed deposits, interest income on Income Tax Refund, profit from sale of fixed assets, Discount, and Miscellaneous income.

**Total Income:** Our total income comprises of revenue from operations and other income.

**Total Expenses:** Company's total expenses consist of Employee benefit expenses, finance costs, depreciation and amortization expenses, other expenses.

**Employee Benefits Expense:** Employee benefit expense includes Salary & Wages, Director remuneration, Staff Welfare Expenses, contribution to provident fund.

**Finance Cost:** Finance cost includes bank charges and interest expense.

**Other expenses:** Other expenses mainly consist of legal and professional charges, rent expense, electricity and fuel expense, office expense, travelling and conveyance, repair and maintenance expense.

## REVIEW OF OPERATION FOR THE PERIOD ENDED SEPTEMBER 30, 2023

### **Revenue from Operations**

The company's revenue from operations for the period ending on September 30, 2023, amounted to ₹1,479.66 lakhs, accounting for 99.33% of the total revenue. The majority of the income was derived from providing Supervision & Quality Control services for Bridges, Roads, and O&M, collectively contributing to 96.43% of the total income.

### **Other Income**

Other income for the period ended September 30, 2023, amounted to ₹ 9.97 lakhs constituting 0.67% of total income of which Interest income on Fixed deposits is ₹ 9.24 lakhs.

### **Employee Benefits Expenses**

The costs associated with employee benefits for the period that concluded on September 30, 2023, totalled ₹405.60 lakhs, making up 27.23% of the total revenue. These employee benefits expenses primarily included salaries and wages, amounting to ₹405.23 lakhs.

#### ***Finance Costs***

The financial expenses for the period that concluded on September 30, 2023, totalled ₹17.60 lakhs, accounting for 1.18% of the total revenue. These expenses primarily consisted of bank charges amounting to ₹4.87 lakhs and interest expense, which amounted to ₹12.72 lakhs.

#### ***Depreciation and amortization expenses***

Our depreciation and amortization expenses for the period ended September 30, 2023, amounted to ₹ 44.40 lakhs constituting ₹ 2.98% of total income.

#### ***Other Expenses***

Our other expenses for the period ended September 30, 2023, amounted to ₹ 653.78 lakhs constituting 43.89% of total income which primarily comprised of Legal and Professional Fees of ₹ 398.98 lakhs, Rent Expense of ₹ 92.66 lakhs, Electricity and Fuel Expense of ₹ 49.96 lakhs, Office expenses of ₹ 24.23 lakhs, Travelling and Conveyance expense of ₹ 23.11 lakhs, Repair and Maintenance expense of ₹ 9.09 lakhs.

#### ***Profit before tax***

Our profit before tax for the period ended September 30, 2023, amounted to ₹ 368.25 lakhs constituting 24.72% of total income.

#### ***Tax Expenses:***

Our tax expenses for the period ended September 30, 2023, were ₹ 102.73 lakhs. Our tax expenses were 6.90% of our total income.

#### ***Profit after Tax:***

Our profit after tax for the period ended September 30, 2023, amounted to ₹ 265.52 lakhs constituting 17.82% of total income.

### **COMPARISON OF F.Y. 2023 WITH F.Y. 2022:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2022-23 is ₹ 3,441.88 lakhs. This represents ₹ 860.72 lakhs or 33.35% increase compared to the previous financial year's total income of ₹ 2,581.16 lakhs. Most of the revenue came from offering Detailed Project Report of Roads and Supervision & Quality control of Bridges, Roads and O&M.

#### ***Other Income***

Other Income in the Financial Year 2022-23 shrunk by 62.7%, reaching ₹ 36.26 lakhs in comparison to the ₹ 97.20 lakhs incurred in the Financial Year 2021-22. This decline was primarily due to decrease in miscellaneous income of ₹ 59.27 lakhs.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2022-23 increased by 18.66%, reaching ₹ 832.09 lakhs in comparison to the ₹ 701.26 lakhs incurred in the Financial Year 2021-22. This rise in employee expenses primarily stemmed from increases in salaries and wages, which went up by ₹ 139.87 lakhs.

#### ***Finance Cost***

Finance cost in the Financial Year 2022-23 increased by 11.62%, reaching ₹ 58.29 lakhs in comparison to the ₹ 52.22 lakhs incurred in the Financial Year 2021-22. The increase of the Finance Charges is on account increase in Interest expense by ₹ 4.93 lakhs in the FY 2022-23.

#### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the Financial Year 2022-23 surged by 55.62%, reaching ₹ 78.20 lakhs in comparison to the ₹ 50.25 lakhs incurred in the Financial Year 2021-22. This increase in depreciation was a result of acquiring fixed assets.

#### ***Other Expenses***

Other expenses in the Financial Year 2022-23 increased by 23.36%, reaching ₹ 1,739.85 lakhs in comparison to the ₹ 1,410.42 lakhs incurred in the Financial Year 2021-22. This rise in other expenses was primarily attributed to several factors, including ₹ 284.22 lakhs increase in legal and Professional fees, ₹ 31.53 lakhs increase in Rent expense, ₹ 20.70 lakhs increase in Electricity and Fuel expenses, ₹ 4.70 lakhs increase in Repair and Maintenance expense, ₹ 4.56 lakhs increase in Insurance expenses, and ₹ 10.60 lakhs increase in Miscellaneous expenses.

#### ***Tax Expenses:***

Tax expenses increased by 64.23%, reaching a total of ₹ 215.55 lakhs in the financial year 2022-23, in contrast to the ₹ 131.25 lakhs in the financial year 2021-22. This notable increase in tax expenses can be primarily attributed to ₹ 87.93 lakhs rise in current tax payments.

#### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a decrease in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2022-23 reached ₹554.16 lakhs, marking a notable increase from ₹332.96 lakhs in the financial year 2021-22. In the financial year 2022-23, PAT constituted 15.93% of the total revenue, in contrast to 12.43% in the fiscal year 2021-22.

### **COMPARISON OF F.Y. 2022 WITH F.Y. 2021:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2021-22 is ₹ 2,581.16 lakhs. This represents ₹ 408.10 lakhs or 18.78% increase compared to the previous financial year's total income of ₹ 2,173.06 lakhs. Most of the revenue came from offering Detailed Project Report and Supervision & Quality control and O&M.

#### ***Other Income***

Other Income in the Financial Year 2021-22 surged by 148.78%, reaching ₹ 97.20 lakhs in comparison to the ₹ 39.07 lakhs incurred in the Financial Year 2020-21. This notable increase was mainly attributable to a rise in Miscellaneous income, amounting to ₹ 68.95 lakhs.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2021-22 decreased by 6.73%, reaching ₹ 701.26 lakhs in comparison to the ₹ 751.82 lakhs incurred in the Financial Year 2020-21. This decrease in employee costs was mainly driven by salaries and wages, amounting to a total of ₹ 64.57 lakhs.

#### ***Finance Cost***

Finance cost in the Financial Year 2021-22 decreased by 35.54%, reaching ₹ 52.22 lakhs in comparison to the ₹ 81.01 lakhs incurred in the Financial Year 2020-21. The decrease of the Finance Charges is on account decrease in Interest Expense by ₹ 20.71 lakhs and decrease in Bank Charges by ₹ 8.08 lakhs in the FY 2021-22.

#### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the Financial Year 2021-22 increased by 9.05%, reaching ₹ 50.25 lakhs in comparison to the ₹ 46.08 lakhs incurred in the Financial Year 2020-21. This increase in depreciation was a result of acquiring fixed assets.

#### ***Other Expenses***

Other expenses in the Financial Year 2021-22 increased by 26.89%, reaching ₹ 1,410.42 lakhs in comparison to the ₹ 1,111.52 lakhs incurred in the Financial Year 2020-21. This rise in other expenses

was primarily attributed to several factors, including ₹ 251.27 lakhs increase in legal and Professional fees, ₹ 13.98 lakhs increase in Rent expense, ₹ 2.40 lakhs increase in Electricity and Fuel expenses, ₹ 2.73 lakhs increase in Repair and Maintenance expense, and ₹ 2.82 lakhs increase in Insurance expenses.

#### ***Tax Expenses:***

Tax expenses increased by 119.15%, reaching a total of ₹ 131.25 lakhs in the financial year 2021-22, in contrast to the ₹ 59.89 lakhs in the financial year 2020-21. This notable increase in tax expenses can be primarily attributed to ₹ 68.02 lakhs rise in current tax payments.

#### ***Profit after Tax (PAT)***

Due to the previously mentioned factors, the profit registered an upturn, primarily attributed to the expansion of total income and a decrease in total expenses as a percentage of total income. The Profit After Tax (PAT) for the fiscal year 2021-22 reached ₹332.96 lakhs, contrasting with ₹161.81 lakhs in the fiscal year 2020-21. In the fiscal year 2021-22, PAT constituted 12.43% of the total revenue, in comparison to 7.31% of the total revenue in the fiscal year 2020-21.

#### **Cash Flow**

The table below summaries our cash flows from our Restated Financial Information for the period ended September 30, 2023, and for the financial years ended on 2023, 2022, and 2021:

<b>Particulars</b>	<b>For the period ended September 30, 2023</b>	<b>FY 2023</b>	<b>FY 2022</b>	<b>FY 2021</b>
Net cash (used in)/ Generated from operating activities	74.40	447.47	365.76	500.95
Net cash (used in)/ Generated from investing activities	(203.75)	(135.48)	(234.40)	(40.61)
Net cash (used in)/ Generated from finance activities	132.78	(321.55)	(122.33)	(472.87)
Net increase/ (decrease) in cash and cash equivalents	3.43	(9.56)	9.03	(12.53)
Cash and Cash Equivalents at the beginning of the period	2.27	11.83	2.80	15.33
Cash and Cash Equivalents at the end of period	5.70	2.27	11.83	2.80

#### ***Cash Flow from/(used in) Operating Activities***

For period ended September 30, 2023, to net cash from operating activities was ₹ 74.40 lakhs as compared to Profit Before Tax of ₹ 368.25 lakhs.

For fiscal 2023, net cash from operating activities was at ₹ 447.47 lakhs as compared to Profit Before Tax of ₹ 769.71 lakhs while for fiscal 2022, net cash from operating activities was at ₹ 365.76 lakhs as compared to Profit Before Tax of ₹ 464.21 lakhs. For fiscal 2021, net cash from operating activities was at ₹ 500.95 compared to Profit Before Tax of ₹ 221.70 lakhs.

#### ***Cash Flow from/(used in) Investing Activities***

For the period ended September 30, 2023, to net cash used in investing activities was ₹ 203.75 lakhs as compared to Profit Before Tax of ₹ 368.25 lakhs.

For fiscal 2023, net cash used in investing activities was ₹ 135.48 lakhs due to purchase of fixed assets, while for fiscal 2022, net cash used in investing activities was ₹ 234.40 lakhs due to purchase of fixed

assets. For fiscal 2021, net cash used in investing activities was ₹ 40.61 lakhs due to purchase of fixed assets.

#### ***Cash Flow from/(used in) Financing Activities***

For the period ended September 30, 2023, to net cash from financing activities was ₹ 132.78 lakhs as compared to Profit Before Tax of ₹ 368.25 lakhs.

For fiscal 2023, net cash used in financing activities was ₹ 321.55 lakhs due to withdrawal of capital. For fiscal 2022, net cash used in financing activities was ₹ 122.33 lakhs due to withdrawal of capital. For fiscal 2021, net cash used in financing activities was ₹ 472.87 lakhs due to withdrawal of capital and repayment of borrowings.

#### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

##### **1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

##### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

##### **3. Income and Sales on account of major product/main activities**

Income and sales of our Company consists of sale of services by way of Detailed Project Report, Supervision & Quality Control services, O&M.

##### **4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

##### **5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page 31 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

##### **6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

##### **7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 94 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new services or business services.

**9. The extent to which business is seasonal.**

Our Company’s business is not seasonal.

**10. Any significant dependence on a single or few customers:**

The % of contribution of our Company’s customers vis-à-vis the total revenue from operations respectively as of for the period ended September 30, 2023, and for the Fiscal 2023, 2022 and 2021 are as follows:

Particulars	Top Customers as a percentage (%) of revenue of operations			
	For the period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5	97.73%	93.52%	84.01%	86.48%
Top 10	100.00%	99.85%	97.60%	99.76%

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 94 and 104, respectively of this Draft Red Herring Prospectus

## FINANCIAL INDEBTEDNESS

Our Company avails certain credit facilities in the ordinary course of business to meet our working capital requirements and for general corporate purposes. As of December 31, 2023, our outstanding borrowings aggregated to ₹ 363.57 lakhs.

Set forth below, is a brief summary of our Company's borrowings as December 31, 2023, together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

Category of borrowing	Interest (in % p.a)	Sanction ed Amount (in Lakhs)	Outstand ing amount as on Decembe r 31, 2023	Tenure (in Months)
<b>Fund Based:</b>				
<b>Secured(A)</b>				
<b>Working Capital Facilities</b>				
Punjab National Bank	Floating rate 8.35% approx.	300.00	100.46	Repayable on demand
<b>Vehicle Loan:</b>				
Punjab National Bank	Floating and fixed ranging from 8.6% to 8.8%	103.81	67.75	36 months
ICICI Bank	7.75% to 10.25%	87.47	36.45	36 months to 60 months
Toyota Financial Services India Limited	9.74	28.70	1.10	60 months
<b>Total (A)</b>		<b>519.98</b>	<b>205.76</b>	
<b>Unsecured (B)</b>				
<b>Machinery Loan</b>				
ICICI Bank	10.50%	106.20	103.20	60 months
<b>Other Unsecured Loan</b>				
Loan from directors	Not specified	52.50	52.50	Repayable on demand
<b>Total (B)</b>		<b>158.70</b>	<b>155.70</b>	
<b>Total (A+B)</b>		<b>678.68</b>	<b>361.46</b>	
<b>Non-Fund Based:</b>				
<b>Bank Guarantee</b>				
Punjab National Bank	1.5%	500.00	-	Repayable on demand
<b>Total Borrowing (A+B)</b>		<b>500.00</b>		

\*As certified by peer review auditor, Pawan Shubham & Co. pursuant to their certificate dated January 20, 2024.

*Notes: In the absence of specific sanction limits, outstanding amount of borrowing (including interest payable) has been considered as sanction amount.*

### Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

1. **Interest:** In terms of the facilities sanctioned to us, the interest rate shall be agreed with the lender at the time of disbursement. Additionally, the interest rate for secured and unsecured loans availed ranges between 7.75% to 10.50%.
  2. **Tenure:** The tenor of the term/vehicle loan loans availed by our Company typically ranges from 36 months to 105 months, secured working capital loans and unsecured loans are repayable on demand.
  3. **Security:** In terms of the borrowings availed by our Company where security needs to be created, security is created by registered mortgage of on following Immovable Property as mentioned below:
    - a) *Primary Security* :- (for CC) Hypothecation of assets i.e Stocks and receivables created out of bank finance (present and future)
    - b) (for BG) Security be obtained by way of cash margin/fixed deposit/ earmarking equivalent drawing power in Cash Credit account as the case may be and/or a collateral security by way of charge on the immovable properties and/or indemnify from the clients in order to protect bank's interest.
    - c) *Collateral security* :-
      - Diverted plot part of Khasra no 67/2/3 min -22, radha avenue colony , Nr Akshardha, Colony Ward no.1, Ranjiv Gandhi ward , Nagpur Madhya Pradesh owned by Mr Ajay Verma and Mrs Seema Verma.
      - Diverted plot no E-2 , E16 part of Khasra no 870, ward no 7, Krishan Avenue Colony, Naveen Bypass Road, Ashok Nagar, Madhya Pradesh owned Mr Yogendra Kumar Singh.
      - Residential Flat no 307, third Floor Block No a-1 HIG -A, Aakriti greens village Salaya , Part of Khasra district Bhopal. Owned by Mr. Yogendra Kumar Singh.
      - Residential house no 54, Nikhil nestles village jaatkheti, part of khasra district Bhopal. Mr. Yogendra Kumar Singh and Mrs Nisha Singh.
      - Lien for 61.80 lakh put on CC A/c on 06.05.2023 as FDs Kept as collateral had closed automatically in CBS.
      -
4. **Guarantee:**  
Personal Guarantee of Promoters of the Company Mr Ajay Verma, Mr Yogendra Singh, Mrs Seema Verma and Mrs Nisha Singh.
5. **Covenants :**
  - a) In case of default not corrected within 60 days or restructuring of debt, the regulatory guidelines provide for conversion of debt to equity. The bank shall have the right to convert the loan to equity or other capital in accordance the regulatory guidelines.
  - b) In case of default in repayment of our bank or if cross default has occurred, the bank will have the right to appoint its nominee on the board of directors of the borrower to look after its interests.
  - c) Effect any change in the borrower's capital structure where the shareholding of the existing promoter(s) gets diluted below current level or 51% of the controlling stake (whichever is lower) without prior permission of the bank.
  - d) Promoter's shares in the borrowing entity should not be pledge to any bank/NBFC/Institution without banks prior consent.
  - e) In the event of defaults or where signs of inherent weakness are apparent. The bank shall have the right to securitise the assets charged.
  - f) Formulate any scheme of amalgamation or reconstruction.
  - g) Undertake any new project, implement any scheme of expansion /diversification or capital expenditure or acquire fixed assets if such investments result into breach of financial covenants or diversion of working capital funds to financing of long term assets.
  - h) Invest by way of share capital in or lend or advance funds to or place deposits with any other concern.

- i) Enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise or accept deposits which increase indebtedness beyond permitted limits

## **SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“Materiality Policy”), in each case involving our Company, Promoters and Directors (the “Relevant Parties”).*

*For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on December 01, 2023, and has considered for identification of material litigation involving the Relevant Parties.*

*In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:*

- (i) *if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the profit after tax of the Company, as per the Restated Financial Statements*
- (ii) *the monetary impact is not quantifiable, or the amount involved may not exceed the Materiality Threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company’s business, operations, cash flows, financial position or reputation of the Company.*

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on December 01, 2023, determined that outstanding dues to creditors in excess of 5% of the outstanding trade payables as per the last audited financial statements. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website.

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website. It is clarified that for the purposes of the above, pre-litigations notices received by our Company, Promoters, and the Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

*All terms defined in a particular litigation disclosure pertain to that litigation only.*

### **I. Litigation involving our Company.**

#### **A. Litigation filed against our Company.**

##### **1. Criminal proceedings**

Nil

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil

### **3. Material civil proceedings**

Nil

#### *B. Litigation filed by our Company*

##### **1. Criminal proceedings**

Nil

##### **2. Material civil proceedings**

Nil

#### *C. Tax proceedings*

Nil

## **II. Litigation involving our Directors**

#### *A. Litigation filed against our Directors*

##### **1. Criminal proceedings**

Nil

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil

##### **3. Material civil proceedings**

Nil

#### *B. Litigation filed by our Directors*

##### **1. Criminal proceedings**

Nil

##### **2. Material civil proceedings**

Nil

#### *C. Tax proceedings-*

(in ₹)

<b>Particulars</b>	<b>Number of cases</b>	<b>Aggregate amount involved to the extent ascertainable</b>
Direct Tax	6*	960
Indirect Tax	Nil	Nil
<b>Total</b>	<b>6</b>	<b>960</b>

\*Pending cases against Directors are related to discrepancies in figure, entries, amount, claim, show cause notices etc. of income tax related which are unable to be quantified by the department unless the department has asked for any quantified demand notice.

## **III. Litigation involving our Promoters**

A. *Litigation filed against our Promoters*

**1. Criminal proceedings**

Nil

**2. Outstanding actions by regulatory and statutory authorities**

Nil

**3. Material civil proceedings**

Nil

B. *Litigation filed by our Promoters*

**1. Criminal proceedings**

Nil

**2. Material civil proceedings**

Nil

C. *Tax proceedings*

(in ₹)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	12*	58290
Indirect Tax	Nil	Nil
<b>Total</b>	<b>12</b>	<b>58290</b>

\*Pending cases against Directors are related to discrepancies in figure, entries, amount, claim, show cause notices etc. of income tax related which are unable to be quantified by the department unless the department has asked for any quantified demand notice.

**IV. Material Litigations involving our group company**

A. *Litigation filed by our group company*

**1. Criminal proceedings**

Nil

**2. Outstanding actions by regulatory and statutory authorities**

Nil

**3. Material civil proceedings**

Nil

B. *Litigation filed against our group company*

**1. Criminal proceedings**

Nil

## **2. Material civil proceedings**

Nil

### *C. Tax proceedings*

Nil

### **Outstanding dues to creditors**

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as for the period ended September 30, 2023, are set out below:

			(in ₹ lakhs)
Type of creditors	Number of creditors	Amount involved	
<b>Material creditors</b>	<b>3</b>	<b>419.77</b>	
- Micro, Small and Medium Enterprises*	Nil	Nil	
- Other Creditors	3	419.77	
<b>Other than material creditors</b>	<b>61</b>	<b>68.67</b>	
<b>Total</b>	<b>64</b>	<b>488.44</b>	

\*The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence, the information required to be given in accordance with section 22 of the said Act, is not ascertainable and hence, not disclosed.

For further details about outstanding overdues to Material Creditors along with the name and amount involved for each such Material Creditors, see [www.manglaminfra.com](http://www.manglaminfra.com)

### **Wilful defaulter or Fraudulent Borrowers**

Neither our Company, our Promoters nor our directors are or have been classified as a wilful defaulter or fraudulent borrowers by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

### **Material Developments**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 197 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## **GOVERNMENT AND OTHER KEY APPROVALS**

*Disclosed below is an indicative list of material and necessary approvals, licences, registrations and permits obtained by our Company for undertaking its business as currently conducted and disclosed in this Draft Prospectus. In view of such approvals, licenses and registration, our Company can undertake its business activities as currently conducted and disclosed in this Draft Red Herring Prospectus. Unless otherwise stated, these approvals, licences or registrations are valid as of the date of this Draft Red Herring Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course, and we submit applications for their renewal in accordance with applicable requirements and procedures. There are no material approvals for which we have not yet filed an application. For further details in connection with the applicable regulatory and legal framework, please refer to the section entitled "Key Regulations and Policies" beginning on page 125 of this Draft Red Herring Prospectus.*

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities.

### **I. Material approvals obtained in relation to the Issue**

- (1) The Board of Directors has, pursuant to a resolution passed at its meeting held on October 16, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- (2) The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on November 10, 2023, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- (3) The Company has obtained the in-principle listing approval from NSE Emerge dated [●].

### **Agreements with CDSL and NSDL**

1. The Company has entered into an agreement dated September 04, 2023, with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated September 04, 2023, with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
3. The Company's International Securities Identification Number ("ISIN") is INEOPRF01011.

### **II. Material approvals obtained in relation to our business and operations.**

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### **A. Incorporation details of our Company**

<b>Sr. No.</b>	<b>Authority Granting Approval</b>	<b>Approval Registration No.</b>	<b>/ Applicable Laws</b>	<b>Nature Approvals</b>	<b>Date of Issue</b>	<b>Validity</b>
1.	Registrar Companies, Assistant Registrar	of U43900MP2023PLC 066771	Companies Act, 2013	Certificate of Incorporation	July 20, 2023	Valid, till Cancelled

Sr. No.	Authority Granting Approval	Approval Registration No.	/ Applicable Laws	Nature Approvals	of Date of Issue	Date of Validity
of Companies, Gwalior						

#### B. Tax related approvals obtained by our Company.

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number (PAN)	AARCM0909L	Income Department	Tax July 20, 2023	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	BPLM16985D	Income Department	Tax July 20, 2023	Valid till cancelled
3.	GST Registration Certificate – Nagaland	13AARCM0909L1 Z9	Government of India	August 04, 2023	Valid till cancelled
4.	GST Registration Certificate – Madhya Pradesh	23AARCM0909L1 Z8	Government of India	August 04, 2023	Valid till cancelled

*Note: Our Company is in the process of applying to the relevant authorities for the revision of the approvals mentioned herein, pursuant to the change in name of the upon conversion.*

#### C. Regulatory approvals of our Company

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration Certificate of Establishment – Madhya Pradesh (Registered Office)	BHOP230914S E008657	District Labour Office, Bhopal	September 18, 2023	Valid Until cancelled
2.	Registration Certificate of Establishment – Madhya Pradesh (Corporate Office)	BHOP240122S E015929	District Labour Office, Bhopal	January 23, 2024	Valid Until cancelled
3.	Registration of Certificate issued for the Employee's Provident Fund	MPBPL301015 1000	Employees' Provident Fund Organisation	May 17, 2015	Valid Until cancelled
4.	Registration of Certificate issued for the Employees' State Insurance Corporation	8100048769000 0900	Employees' State Insurance Corporation	November 12, 2016	Valid Until cancelled
5.	Certificate registration of employers (for	79789026191	Commercial Department	January 26, 2024	Valid Until cancelled
6.	Certificate registration of persons (for	78409291655	Commercial Department	January 26, 2024	Valid Until cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
7.	UDYAM Registration Certificate	MP-10-0057692	Ministry of Micro, Small and Medium Enterprises	August 05, 2023	Valid Until cancelled
8.	ISO 9001:2015	E2023084260	Royal Assessments Private Limited	August 29, 2023	August 28, 2026

*Note: Our Company is in the process of applying to the relevant authorities for the revision of the approvals mentioned herein, pursuant to the change in name of the upon conversion.*

### **III. Material approvals or renewals for which applications are currently pending before relevant authorities.**

Nil

### **IV. Material approvals expired and renewal yet to be applied for**

Nil

### **V. Material approvals required but not obtained or applied for**

Nil

### **VI. Intellectual Property**

As on the date of filing of this Draft Red Herring Prospectus, our Company has the following pending Intellectual property related approvals Applications:

Sr. no.	Name of Mark/Logo	Class	Date of Application	Application number	Status
1.	Manglam Infra & Engineering	35	September 26, 2023	6124908	Accepted & Advertised
2.	Manglam Infra & Engineering (LOGO)	35	September 26, 2023	6124904	Marked for exam
3.		36	September 26, 2023	6124909	Accepted & Advertised
4.	Manglam Infra & Engineering (LOGO)	36	September 26, 2023	6124905	Marked for exam
5.		37	September 26, 2023	6124910	Objected
6.	Manglam Infra & Engineering (LOGO)	37	September 26, 2023	6124906	Marked for exam



7.	Manglam Infra & Engineering	42	September 26, 2023	6124911	Accepted & Advertised
8.	Manglam Infra & Engineering (LOGO)	42	September 26, 2023	6124907	Marked for Exam



For risks associated with our intellectual property please see, “*Risk Factors*” on page 31 of this Draft Red Herring Prospectus.

## **SECTION VIII-OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### ***Corporate Approvals***

The Issue has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated October 16, 2023, and the Issue has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated November 10, 2023 authorised the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. This DRHP has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on February 03, 2024. For further details, see “*The Issue*” on page 50.

### **In-principle Listing Approvals**

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated [●] to use the name of National Stock Exchange of India Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Issue.

### **Prohibition by SEBI or Governmental Authorities**

Our Company, Promoters, members of the Promoter Group, Directors or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

### **Prohibition By RBI**

Neither our Company nor our Promoters or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

### **Compliance under Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, Promoters and members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated *September 06, 2018* and General Circular No. 08/2018 dated *September 10, 2018* issued by the Ministry of Corporate Affairs, Government of India (“MCA”), our Company, our Promoters, our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

### **Directors associated with the Securities Market**

None of our Directors are, in any manner, associated with the securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 31, 161 and 208 respectively, of this Draft Red Herring Prospectus.

### **Eligibility for the Issue**

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post Issue face value capital will be more than ten crores rupees and up to twenty-five crore rupees, shall Issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**(a) The Issue should be a company incorporated under the Companies Act 1956/2013.**

Our company was originally formed as a partnership firm in the name and style of “M/s. Manglam Associates” The partnership firm was then converted into Public Limited company under part I (Chapter XXI) of the Companies Act, 2013 in the name and style of Manglam Infra & Engineering Limited vide Certificate of Incorporation dated July 20, 2023.

**(b) The post Issue paid up capital of the company (face value) shall not be more than ₹25.00 Crores.**

The present paid-up capital of our Company is ₹ 12,66,47,000 and we are proposing of up to 55,00,000 Equity Shares of ₹ 10/- each at issue price of ₹ [●] per equity share including share premium of ₹ [●] per equity share, aggregating to ₹ [●] Lakhs. Hence, our Post Issue Paid up Capital will be approximately ₹ [●] Lakh which will be less than ₹ 25 Crore.

**(c) Track Record**

Our Company was originally formed as partnership firm under the Indian Partnership Act, 1932 in the name and style of “Manglam Associates” pursuant to partnership deed dated February 17, 2010. Further, the partnership firm was converted into Public Limited Company “Manglam Infra & Engineering Limited” on July 20, 2023, pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre.

**(d) Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is ₹ 1,025.95 Lakhs, ₹ 778.69 Lakhs and ₹ 466.98 Lakhs for the financial year ended March 31, 2023, 2022 and 2021.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Red Herring Prospectus for the period ended September 30, 2023, and for the last three Fiscals ended March 31, 2023, 2022 and 2021 are set forth below:

**From Restated Financial Statements**

(₹ in Lakhs)

Particulars	For the Period ended		For the year ended		
	September 30, 2023	July 19, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Operating Profit (earning before interest, depreciation)	392.13	28.15	869.94	469.48	309.72

<i>(and tax)</i>					
<b>Particulars</b>	<b>For the Period ended</b>		<b>For the year ended</b>		
	<i>September 30, 2023</i>	<i>July 19, 2023</i>	<i>March 31, 2023</i>	<i>March 31, 2022</i>	<i>March 31, 2021</i>
<i>Share Capital</i>	1,266.47	1,266.47	1,025.95	778.69	466.98
<i>Add: Reserves &amp; Surplus</i>	32.84	(232.47)	-	-	-
<i>Net Worth</i>	1,299.31	1,034.00	1,025.95	778.69	466.98

- (a) The Company has not been referred to the Board for Industrial and Financial Reconstruction.
- (b) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- (c) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.
- (d) We ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application
- (e) Our Company has a website: [www.manglaminfra.com](http://www.manglaminfra.com)

#### **Other Disclosures:**

- a) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoters/promoting Company(ies) of the applicant Company in the Draft Red Herring Prospectus.
- b) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have Disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation, for details, please refer the chapter "*Outstanding Litigation and Material Developments*" on page 208 of this Draft Red Herring Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter "*Outstanding Litigation and Material Developments*" on page 208 of this Draft Red Herring Prospectus.

#### **As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated September 04, 2023, with NSDL, our Company and Registrar to the Issue;
  - b. Tripartite agreement dated September 04, 2023, with CDSL, our Company and Registrar to the Issue;
  - c. The Company's shares bear an ISIN: INE0PRF01011

- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters will be in dematerialised form before opening of the Issue for subscription.
- The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Issue*” on page 75 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- B. None of our Promoters or Directors is Promoter or Directors of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors is a wilful defaulter or Fraudulent Borrower.
- D. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS 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 THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER UNISTONE CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, WILL BE RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 03, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Gwalior in terms of Section 26 and 32 of the Companies Act, 2013.

**Disclaimer from our Company, Directors and the Book Running Lead Manager**

Our Company, Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

**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 not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company). The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring 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 the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be

required for that purpose, except that this Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring 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 Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those 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. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Listing**

Application will be made to the “National Stock Exchange of India Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Issue Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within three Working Days from the Issue Closing Date.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders’ Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Issue of duplicate shares. For details, please refer to the chapter titled “*Our Management*” beginning on page 143 of this Draft Red Herring Prospectus.

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 Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Neha Jain, as the Company Secretary & 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:

#### **Neha Jain**

#### **Manglam Infra & Engineering Limited**

H.NO.46, Nikhil Nestles Jatkheti Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India

Telephone: [+0755-4289475](tel:+917554289475)

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

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

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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”.

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

Our Company has obtained SCORES authentication in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 read with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name.

*shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

### **Consents**

Consents in writing of: (a) Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Issue, the Syndicate Members\*, Bankers to the Issue/Escrow Bank\*, Public Issue Account Bank(s)\*, Sponsor Bank(s)\* and Refund Bank(s)\*, Underwriter\*, Market Maker\*, Banker to the Issue\*, and Legal Advisor to the Issue, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the formand context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus and Draft Red Herring Prospectus for filing with the RoC.

\* The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Our Peer Review Auditor, Pawan Shubham & Co., Chartered Accountants, have provided their written consent to the inclusion of their (1)

Examination Report on Restated Financial Statements, (2) Restated Financial Statements and (3) Report on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

### **Expert Opinion**

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

Our Company has received written consent from the Peer Review Auditor namely, Pawan Shubham & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Report on Restated Financial Statements, and (2) Report on Statement of Tax Benefits and issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

### **Stock Market data for our Equity Shares of our Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## Price Information and track record of past issued handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by ***Unistone Capital Private Limited***

Sr. No.	Issue Name	Issue Size (in Lakhs)	Issue price	Listing date	Opening price on listing date	+/-% change in closing price, [+/-% change in closing benchmark] - 30th calendar days from listing	+/-% change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
<b>Main Board</b>								
1	Global Surfaces Limited	15,498	140	March 23, 2023	163	54.64% [3.90%]	43.32% [10.42%]	- 22.89% [16.54%]
2	Ratnaveer Precision Engineering Limited	16,503.20	98	September 11, 2023	123.2	16.63% [-0.93%]	19.90% [4.87%]	-
3	Valiant Laboratories Limited	15,246.00	140	October 03, 2023	162.15	44.25% [-2.07%]	23.71% [11.28%]	-
<b>SME Platform</b>								
1	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.5	37.63% [0.80%]	25.68% [-2.49%]	21.80% [-0.19%]
2	All E Technologies Limited	4,819.68	90	December 21, 2022	125	23.72% [-0.94]	2.94% [-6.00]	17.17% [3.06%]
3	MOS Utility Limited	4,996.54	76	April 18, 2023	90	39.47% [2.66%]	15.39% [11.62%]	17.28% [11.84]
4	Sahana System Limited	3,273.75	135	June 12, 2023	163	8.22% [4.21%]	97.67% [6.55%]	321.67% [12.73%]
5	Sangani Hospitals Limited	1,516.80	40	August 17, 2023	44	-4.55% [4.27%]	-1.25% [1.60%]	-
6	Mono Pharmacare Limited	1,484.00	28	September 7, 2023	29	40.18% [-0.37%]	69.82% [4.87%]	-
7	Unihealth Consultancy Limited	5,654.88	132	September 21, 2023	135	4.84% [-1.02%]	-2.92% [8.67%]	-

Source: [www.nseindia.com](http://www.nseindia.com)

(I) NSE as Designated Stock Exchange.

Notes:

- Issue size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- Price on NSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available
- Summary statement of price information of past public issues handled by Unistone Capital Private Limited**

Financial year	Total no. of IPO*	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			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%
<b>Main Board</b>														
FY 2021-22	2	251.39	-	1	-	-	-	1	1	-	-	-	-	1
FY 2022-23	1	154.39	-	-	-	-	1	-	-	-	1	-	-	-
FY 2023-24	2	317.49	-	-	1	-	-	1	-	-	-	-	-	-
<b>SME</b>														
FY 2021-22	2	8.99	-	-	-	-	1	1	-	-	-	1	1	-
FY 2022-23	2	56.52	-	-	1	-	-	1	-	-	2	-	-	-
FY 2023-24	5	169.27	-	-	1	-	1	3	-	-	-	1	-	1

#### **Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com).

## **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public offers during last 5 years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

## **Commission and Brokerage on Previous Offers**

Since this is the initial public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last 5 years.

## **Capital Issue during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Neither our Company nor any of our Group Companies/Associates have undertaken any capital Issue or any public or rights Issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as of the date of this Draft Red Herring Prospectus our Company has no listed subsidiary.

## **Performance vis-à-vis Objects for our Company and/or Listed Subsidiary Company and/or Listed Promoters Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as of the date of this Draft Red Herring Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

## **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company.**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

## **Exemption under securities laws**

Our Company has not applied to SEBI for any exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

## **SECTION IX – ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019, and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (together, the “UPI Circular”)* Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 280 of this Draft Red Herring Prospectus.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on October 16, 2023, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on November 10, 2023.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number

of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 168 and 280 respectively of this Draft Red Herring Prospectus.

### **Face Value, Issue Price, Floor Price, and Price Band**

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in all edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi being the regional language of Madhya Pradesh, where our Registered Office is located) at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 280 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Issue:

- a. Tripartite agreement dated September 04, 2023, with NSDL, our Company and Registrar to the Issue;
- b. Tripartite agreement dated September 04, 2023, with CDSL, our Company and Registrar to the Issue;
- c. The Company's shares bear an ISIN: INE0R3101011.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this 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.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

**The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be Offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.** Accordingly, the Equity Shares will be Offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be

entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### **Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue reserve, the right not to proceed with the Issue for Sale, in whole or in part thereof, to the extent of issued, Shares, at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Draft Red Herring Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that it will proceed with public Issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

### **Bid/Issue Program**

<b>BID/ISSUE OPENS ON</b>	[●]day, [●], 2024*
<b>BID/ISSUE CLOSE ON</b>	[●]day, [●], 2024**

*\*Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period will be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

*\*\*Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

The Anchor Investor Bid/ Issue Period will be one Working Day prior to the Bid/ Issue Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

1. *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 Red Herring Prospectus with the Registrar of Companies.*
2. *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public Issue shall be kept open for at least three working days and not more than ten working days.*
3. *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 Draft red herring 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.*
4. *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 Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub- regulation 266(1).*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[●] day, [●], 2024
Finalization of Basis of Allotment with NSE	On or about, [●] day, [●], 2024
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, [●] day, [●], 2024
Credit of Equity Shares to demat account of the Allotees	On or about, [●] day, [●], 2024
Commencement of trading of the Equity Shares on NSE	On or about, [●] day, [●], 2024

*\*\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank0073 (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within three Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timeline for initial public offerings and has through its circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, reduced the time period for listing of shares in public issue from existing 6 days to 3 days. The revised timeline of T+3 days shall be made applicable in two phases i.e., voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with listing timelines and activities prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. 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 the Issue. Applications will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Issue) period disclosed in the Draft Red herring prospectus (in case of a book built issue) or the Issue period disclosed in the prospectus (in case**

**of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Issue Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

<b>Scenario</b>	<b>Compensation amount</b>	<b>Compensated on period</b>
Delayed unblock for cancelled / withdrawn/ deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/ partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Issue Period (except on the Bid / Issue Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Issue Closing Date:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled "*General Information-Underwriting*" beginning on page 52 of this Draft Red Herring Prospectus.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "*General Information-Underwriting*" beginning on page 52 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

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

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the

SEBI Circular No. *CIR/MRD/DSA/06/2012* dated *February 21, 2012*. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

### **New Financial Instruments**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

### **Market Making**

The shares issued through this Issue are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled "*General Information*" beginning on page 55 of this Draft Red Herring Prospectus.

### **Option to receive Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allotees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **Restrictions, if any on transfer and transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 65 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page 280 of this Draft Red Herring Prospectus.

*Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue face value capital more than ten crores rupees and up to twenty-five crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 228 and 242 respectively, of this Draft Red Herring Prospectus.

### **Issue Structure**

Initial Public Issue of up to 55,00,000 equity shares of face value of ₹ 10 each (“equity shares”) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“issue price”) aggregating up to ₹ [●] lakhs of which up to [●] equity shares of face value of ₹ [●] each for cash at a price of ₹ [●] per equity share including a share premium of [●] per equity share aggregating to ₹ [●] will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). the issue less the market maker reservation portion i.e. net issue of [●] equity shares of face value of ₹10 each at a price of ₹ [●] per equity share aggregating to ₹ [●] is herein after referred to as the “net issue”.

Particulars	QIB's <sup>(1)</sup>		Non-Institutional Bidders		Retail Individual Bidders		Market Maker	
<b>Number of Equity Shares*</b>	[●]	Equity Shares	[●]	Equity Shares	[●]	Equity Shares	[●]	Equity Shares
<b>Percentage of Issue Size Available for allocation</b>	Not more than 50.00% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for	Not less than 15.00% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35.00% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation				[●] % of the Issue Size	

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
allocation to domestic mutual funds only				
<b>Basis of Allotment / Allocation if respective category is oversubscribed</b>	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 242.	Proportionate	Allotment to each Retail Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 242.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	[●] Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	[●] Equity Shares of Face Value of ₹ 10.00 each	[●] Equity Shares of Face Value of ₹ 10.00 each

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Maximum Bid Size</b>	Not exceeding the size of the Issue, subject to limits as applicable to the Bidder	Not exceeding the size of the Issue, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000	[●] Equity Shares

\*Assuming full subscription in the Issue

1. Our Company may, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Issue Procedure" on page 242.
2. Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Issue" on page 228.
3. Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

***In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.***

### **Withdrawal of the Issue**

The Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares issued through this Issue on its SME Platform, which the Company shall apply for after Allotment and,
2. In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

3. The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one 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.
4. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Offering 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.

#### **Issue Programme**

<b>ISSUE OPENING DATE</b>	[●] day, [●], 2024
<b>ISSUE CLOSING DATE</b>	[●] day, [●], 2024

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.

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 Red Herring 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).

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in our Company with the SCSBs, to the extent applicable.*

#### **Lot Size**

SEBI vide circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 (“Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Issue Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300

<b>Issue Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Issue stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## **ISSUE PROCEDURE**

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and the UPI Circulars, notified by SEBI (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchanges, the Company and the Book Running Lead Manager before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to this Issue.*

*Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Dis designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPDI/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 (“T+3 Circular”). This Draft Red Herring Prospectus has been drafted in accordance with UPI Phase II framework and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.*

*Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional*

*measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring 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 Red Herring Prospectus.*

## **PART A**

### **Book Built Process**

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares dematerialised subsequent to Allotment of the Equity Shares in the Issue, subject to applicable law.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press release dated June 25, 2021, and September 17, 2021.**

#### **Phased implementation of UPI for Bids by RIBs as per the UPI Circulars**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented 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, an RIB 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, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. 456

Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes applicable, subject to any circulars,

clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the “UPI Streamlining Circulars”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹0.20 million to ₹0.50 million for UPI based ASBA in initial public offerings.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will appoint two SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges, and the BRLM.

### **Bid and Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, our Registered Office an electronic copy of the Bid cum Application Form will also be available for download on the websites of and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Issue Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. For all initial public offerings opening on or after September 1, 2022, as specified in SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RIB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (a) RIBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (b) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (c) QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (d) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. RIB, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

<b>Categories</b>	<b>Color*</b>
Resident Indians, including resident QIBs, NIBs, RIBs and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

\*Excluding Electronic Application Form

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders) 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 Exchange 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 Exchange. Stock Exchange shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to the UPI Bidders, 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 UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. In accordance with BSE Circular No. 20220803-40 and NSE Circular No. 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on after the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- (a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
- (b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- (c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
- (d) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

<b>Sr. No.</b>	<b>Designated Intermediaries</b>
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)

<b>Sr. No.</b>	<b>Designated Intermediaries</b>
3.	A stockbroker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary 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.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and

shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Availability of Draft Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE [www.nseindia.com](http://www.nseindia.com).

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations, and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship).
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals.
- c. Companies, corporate bodies, and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents.
- d. Mutual Funds registered with SEBI.
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- f. Indian Financial Institutions scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable).
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion.
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares.
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI, State Industrial Development Corporations.
- k. Foreign Venture Capital Investors registered with the SEBI.
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares.
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares.
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India.
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of Government of India published in the Gazette of India.
- r. Insurance funds set up and managed by army, navy, or air force of the Union of India.
- s. Multilateral and bilateral development financial institution.
- t. Eligible QFIs.
- u. Insurance funds set up and managed by army, navy or air force of the Union of India.
- v. Insurance funds set up and managed by the Department of Posts, India.

w. Any other persons eligible to apply in this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them.

#### **Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Issue.

#### **Maximum And Minimum Application Size**

##### **For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **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 ₹ 2,00,000 and in multiples of [●] 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 ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring 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.

#### **Basis of Allotment**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate

basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
  - ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- c) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
  - d) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
  - e) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    - As the retail individual investor category is entitled to more than fifty percent on proportionate basis, theretail individual investors shall be allocated that higher percentage.
    - The balance net Issue of shares to the public shall be made available for allotment to Individual applicantsother than retails individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    - The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public 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.

#### **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towers fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to 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.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 279 of this Draft Red Herring Prospectus.

### **Bids by HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta.” Bids by HUFs may be considered at par with Bids from individuals.

### **Bids By FPIs Including FIIs**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014, amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Issue**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

Copies of the Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Draft Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. Retail Individual Applicants have to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. *FEMA/20/2000 RB* dated *May 03, 2000* to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 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 up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-

up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by 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 such offshore derivative instruments are issued after compliance with ‘know your client’ norms. Further, pursuant to a Circular dated November 24, 2014, issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investors can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. 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 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 Regulations shall continue to be regulated by the VCF Regulations.

All 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 commission.

Our Company and BRLM will not be responsible for loss, if any, incurred by the Applicant.

#### **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 custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **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 LLP 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. Limited liability partnerships can participate in the Issue only through the ASBA process.

### **Applications by Insurance Companies**

In the case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, 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"), as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer.
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company belongs 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.
- iv. 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 ₹25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000.00 million or more but less than ₹25,00,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

## **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws 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, therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along 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, therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2,500 Lakhs and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

## **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along 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.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may

occur after the date of filing of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for, or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Red Herring Prospectus.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services companies cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by SCSBs**

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 with the IRDA, a certified copy of certificate of registration issued by IRDA must SCSBs. Further, such an 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 such applications.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time. 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 Book Running 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 Red Herring 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 [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

## **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200 lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date.
- 5) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200 lakhs.
  - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
  - c. in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, the Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the

BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

### **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.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

- 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 ₹ [●] 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 unlock 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 unlock 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 unlock 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 Issue 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 Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of

intimation from the Registrar to the Issue by the Controlling Branch of the SCSCB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case maybe.

### **Maximum and Minimum Application Size**

The applications in this Issue, being a Book Built issue, will be categorized into two, For Retail Individual Applicants. The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000

#### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net issue category for a number of specified securities that exceeds the total number of securities issued to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities issued in the issue less total number of specified securities issued in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Pre-Issue Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue 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 Issue have to use UPI as a payment mechanism with Application Supported by Blocked

Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Draft Red Herring 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.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the prescribed limits under applicable laws or regulations.

### **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 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 offunds 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 willbe responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the 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 Issue an electronic facility for registering applications for the Issue. This facility will be 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 theonline 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 Book Running Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

<b>Sr. No.</b>	<b>Details*</b>
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category

Sr. No.	Details*
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

\*Stock Exchange 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.  
Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system 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 Book Running 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 Promoters, 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 Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. 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.

13. 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.

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 Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

Our Company intend to enter into an Underwriting Agreement after the finalisation of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the 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.

The 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 Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### **Advertisement regarding Issue price and Draft Red Herring Prospectus**

Our Company will issue a statutory advertisement after the filing of the Draft Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Issue of the Draft Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

### **General Instructions**

#### **Do's:**

1. Check if you are eligible to apply.
2. Read all the instructions carefully and complete the applicable Application Form.
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only.
4. All Bidders should submit their Bids through the ASBA process only.
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e., to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations

- or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
  9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
  10. RIBs using UPI Mechanism through the SCSBs, and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
  11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Issue;
  12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
  13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
  14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
  15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
  16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
  17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
  18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
  19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
  20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
  21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed

and obtain a revised acknowledgment.

22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;

35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Issue Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated *July 26, 2019* is liable to be rejected.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;

9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the 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;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/I/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
17. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-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 Bidders**

The nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In the case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- I. During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

### **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an 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 centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants

in the Application Form would not be used for any other purpose by the Registrar to the 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.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing date;
- ii. 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
- iii. 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 BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;

- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Draft Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

### **Communications**

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 Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

### **Equity Shares in Dematerialised Form With NSDL Or CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated September 04, 2023, among NDSL, the Company and the Registrar to the Issue; and
- b. Agreement dated September 04, 2023, among CDSL, the Company and the Registrar to the Issue.
- c. The Company's shares bear ISIN no: INE0R3101011

<p>To,  <b>Neha Jain</b>            Company Secretary &amp; Compliance Officer  <b>Manglam Infra &amp; Engineering Limited</b>            H.NO.46, Nikhil Nestles Jatkchedi Hoshangabad            Road, University (Bhopal) Huzur, Bhopal-462026,            Madhya Pradesh, India  <b>Telephone:</b> +91 075 5428 9475  <b>Website:</b> <a href="http://www.manglaminfra.com">www.manglaminfra.com</a>  <b>Email id:</b> <a href="mailto:cs@manglaminfra.com">cs@manglaminfra.com</a></p>	<p>To,  <b>Vinayak Morbale</b>  <b>Bigshare Services Private Limited</b>            S6-2, 6<sup>th</sup> Pinnacle Business Park, Mahakali            Caves Road, next to Ahura Centre, Andheri            (East), Mumbai-400093.  <b>Telephone:</b> 022 6263 8200  <b>Fax No.:</b> 022 6263 8299  <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>  <b>Investor Grievance Email:</b></p>
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	<a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <a href="http://www.bigshareonline.com">Website: www.bigshareonline.com</a> <b>SEBI Registration No.:</b> INR000001385
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### **Payment into Escrow Account(s) for Anchor Investors**

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and
- (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national and [●] edition of [●], Hindi being the regional language of Madhya Pradesh, where our Registered Office is located) In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations

### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Issue.

### **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 another person in a fictitious name, shall be liable for action under Section 447.”

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

## **Procedure and time for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository.**

### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

### **Basis of Allotment**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present Issue is a Book Built Issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to retail individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:*

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

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription. In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE-the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public 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.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the Issue;
- 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;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Draft Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Issue document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;

- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- a) 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;
- b) 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 the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- e) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "FDI Circular"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

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 Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "Issue Procedure - Bids by Eligible NRIs and Bids by FPIs" beginning from page 242. As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

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 Bids 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 Bidders. Our Company, and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for the Issue do not exceed the applicable limits under applicable laws or regulations.**

For further details, see "Issue Procedure" beginning on page 242 of this Draft Red Herring Prospectus.

## **SECTION X-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

### **ARTICLES OF ASSOCIATION (AOA)**

**OF**

**MANGLAM INFRA & ENGINEERING LIMITED**

**COMPANY LIMITED BY SHARES**

India Non-Government Company Having Share Capital

Incorporated under the Companies Act, 2013

*The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on November 10,2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.*

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
<b>I. INTERPRETATION</b>		
I.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
	(3)	<p>In these Articles:</p> <p>(a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.</p> <p>(b) "Articles" means these articles of association of the Company or as altered from time to time.</p> <p>(c) "Board of Directors" or "Board", means the collective body of the directors of the Company.</p> <p>(d) "Company" means "<b>MANGLAM INFRA &amp; ENGINEERING LIMITED</b>"</p> <p>(e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.</p>
	(4)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(5)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.
<b>II. SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
1		<p><b>a.</b> Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p> <p><b>b.</b> The option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.</p>
2		Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
3		<p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:</p> <p>(a) Equity Share Capital:</p> <p>(i) with voting rights; and / or</p> <p>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(b) Preference Share Capital.</p>
4	(1)	<p>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.</p>
	(2)	<p>Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary:</p> <p>Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.</p>
	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
5		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
		Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
6	(1)	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
	(2)	The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures(except where the Act otherwise requires) of the Company.
7	(1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
	(4)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
	(5)	To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.
	(6)	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
	(7)	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
8	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
		(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
	(2)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
<b>LIEN</b>		
9	(1)	The Company shall have a first and paramount lien -(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
	(2)	The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency.
11	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
	(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
	(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
12	(1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(2)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
	(3)	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
	(4)	The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>CALLS ON SHARES</b>		
13	(1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
	(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
	(4)	A call may be revoked or postponed at the discretion of the Board.
14		A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
15		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16	(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
17	(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18	(1)	<p>The Board -</p> <p>(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.</p>
	(2)	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
	(3)	All calls shall be made on a uniform basis on all shares falling under the same class. <i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
	(4)	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
	(5)	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including Debentures of the Company.
<b>TRANSFER OF SHARES</b>		
19	(1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
	(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20		<p>The Board may, subject to the right of appeal conferred by section 58 decline to register -</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a lien.</p>
21		<p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless -</p> <p>(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p>

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		(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
22	(1)	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	(2)	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSMISSION OF SHARES</b>		
23	(1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
	(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24	(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as herein after provided, elect, either - (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.
	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
25	(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

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26		<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
27		The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other Securities including debentures of the Company.
<b>FORFEITURE OF SHARES</b>		
28		If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
29		<p>The notice aforesaid shall:</p> <p>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>
30		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31	(1)	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
	(2)	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated

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		by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
	(3)	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
	(4)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. Forfeited shares may be sold, etc.
	(5)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32	(1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
33	(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
	(3)	The transferee shall thereupon be registered as the holder of the share; and
	(4)	The transferee shall not be bound to see to the application the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
34	(1)	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

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	(2)	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
	(3)	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
	(4)	<p>The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified</p> <p>a. The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p> <p>b. No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid dividends.</p>
<b>ALTERATION OF CAPITAL</b>		
35		The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as maybe specified in the resolution.
36		<p>Subject to the provisions of the Act, the Company may, by Ordinary Resolution -</p> <ul style="list-style-type: none"> <li>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</li> <li>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</li> <li>(c) convert all or any of its fully paid-up shares into stock, and reconvernt that stock into fully paid-up shares of any denomination;</li> <li>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
37	(1)	<p>Where shares are converted into stock- the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p> <p>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;</p>

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	(2)	the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
	(3)	such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
38	(1)	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules,— (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.
	(2)	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
	(3)	The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
	(4)	On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
	(5)	Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
	(6)	Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
	(7)	(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof .ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

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	(8)	The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.
<b>CAPITALISATION OF PROFITS</b>		
39	(1)	<p>The Company in general meeting may, upon the recommendation of the Board, resolve —</p> <p>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p>
	(2)	<p>The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards:</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).</p>
	(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
	(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
40	(1)	<p>Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b) generally, do all acts and things required to give effect thereto.</p>
	(2)	<p>The Board shall have power—</p> <p>(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.</p>
	(3)	Any agreement made under such authority shall be effective and binding on such members.

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<b>BUY-BACK OF SHARES</b>		
41		Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b>GENERAL MEETINGS</b>		
42		All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
43		The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
44	(1)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
	(2)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
	(3)	The quorum for a general meeting shall be as provided in the Act.
45		The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
46		If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47		If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48	(1)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
	(2)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
	(3)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.

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	(4)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
	(5)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
	(6)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
	(7)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
	(8)	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
<b>ADJOURNMENT OF MEETING</b>		
49	(1)	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
	(3)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
	(4)	Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
<b>VOTING RIGHTS</b>		
50		Subject to any rights or restrictions for the time being attached to any class or classes of shares  (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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51		A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52	(1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53	(1)	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
	(2)	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
54		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55		No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
56	(1)	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
	(2)	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
<b>PROXY</b>		
57	(1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
	(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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58		An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59	(1)	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
	(2)	Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>BOARD OF DIRECTORS</b>		
		Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
60	(1)	The First Directors of the Company – 1. Yogendra Kumar Singh 2. Ajay Verma 3. Nisha Singh 4. Seema Verma
	(2)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
	(3)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
61	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
	(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.
62		The Board may pay all expenses incurred in getting up and registering the company.
63		The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64		All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by

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		such person and in such manner as the Board shall from time to time by resolution determine.
65		Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
	(3)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
	(4)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
	(5)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
	(6)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
	(7)	The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
	(8)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
<b>PROCEEDINGS OF THE BOARD</b>		
67	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
	(3)	The quorum for a Board meeting shall be as provided in the Act.
	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
68	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69		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.
70	(1)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
72	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73	(1)	A Committee may meet and adjourn as it thinks fit.
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
74		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
76		In case of a One Person Company— i. where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118; ii. such minutes book shall be signed and dated by the director; iii. the resolution shall become effective from the date of signing such minutes by the director.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
77	(1)	Subject to the provisions of the Act,— A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
	(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	(3)	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(4)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and\ the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
	(5)	The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
78		A provision of the Act or these regulations requiring or authorising a thingto be done by or to a director and chief executive officer, manager, companysecretary or chief financial officer shall not be satisfied by its being done byor to the same person acting both as director and as, or in place of, chiefexecutive officer, manager, company secretary or chief financial officer.
<b>DIVIDENDS AND RESERVE</b>		
79		The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
80		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
81	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
82	(1)	Subject to the rights of persons, if any, entitle to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
83	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
84	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of jointholders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
85		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
86		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.
87	(1)	No dividend shall bear interest against the Company.
	(2)	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
<b>ACCOUNTS</b>		
88	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.
89	(1)	Subject to the applicable provisions of the Act and the Rules made there under –

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
		If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
		For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
	(2)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
<b>INDEMNITY</b>		
90	(1)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
	(2)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
	(3)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
<b>OTHERS</b>		
91		Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## **SECTION XI – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring 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 will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Draft Red Herring Prospectus with RoC to Issue Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### **Material Contracts:**

- 1) Issue Agreement dated February 03, 2024, between our Company and BRLM.
- 2) Registrar Agreement dated February 03, 2024, between our Company and the Registrar to the Issue.
- 3) Public Issue Account and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Issue, the BRLM, Banker to the Issue, Sponsor Bank, Refund Bank and Syndicate Member.
- 4) Syndicate agreement dated [●] entered into amongst our Company, the BRLM, the Syndicate Member.
- 5) Underwriting Agreement dated [●] between our Company the BRLM and Underwriter.
- 6) Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 04, 2023.
- 7) Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated September 04, 2023.
- 8) Market Making Agreement dated [●] between our Company, BRLM and Market Maker.

#### **Material Documents**

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Issue, at their meetings held on October 16, 2023 and November 10, 2023, respectively;
- 3) Resolution of the Board of Directors of our Company dated December 14, 2023 approving the Draft Red Herring Prospectus and amendments thereto.
- 4) Copies of the tax audit report of our Company for the preceding three Fiscals;
- 5) Resolution of shareholders of our company dated December 01, 2023 approving re-designation of Managing Director and Whole Time Director;
- 6) Consent dated December 14, 2023, from the peer review auditor, Pawan Shubham & Co., Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Peer Review Auditor and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the Statement of

Possible tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

- 7) Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company, Legal Advisor to the Issue, Book Running Lead Manager, Registrar to the Issue, Syndicate Member, the Escrow Collection Bank(s), Market Maker, Underwriter and Bankers to the Issue/Public Issue Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 8) Certificate from the Peer Review Auditor, Chartered Accountants dated December 14, 2024, verifying the key performance indicators (KPI).
- 9) Due Diligence Certificate from Book Running Lead Manager dated February 03, 2024 addressed to SEBI from the BRLM.
- 10) Copy of In- Principle Approval from NSE by way of letter dated [●], to use the name of NSE in this issue documentfor listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE MANAGING DIRECTOR**

**Sd/-**  
**Ajay Verma**  
**Managing Director**

**Place:** Bhopal  
**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE WHOLE TIME DIRECTOR**

**Sd/-**

**Yogendra Kumar Singh**  
**Whole Time Director**

**Place:** Bhopal

**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON-EXECUTIVE DIRECTOR**

**Sd/-**  
**Divyani Singh**  
**Non-Executive Director**

**Place:** Bhopal  
**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**  
**Vijay Kumar Amar**  
**Non- Executive Independent Director**

**Place:** Bhopal  
**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**

**Vinod Chandra Semwal**  
**Non- Executive Independent Director**

**Place:** Bhopal

**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**  
**Sanjay Chaudhary**  
**Non- Executive Independent Director**

**Place:** Bhopal  
**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Sd/-**

**Sonu Kumar Gupta**  
**Chief Financial Officer**

**Place:** Bhopal

**Date:** February 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

## **SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Sd/-**  
**Neha Jain**  
**Company Secretary and Compliance Officer**

**Place:** Bhopal  
**Date:** February 03, 2024