



VIVEK PHARMACHEM (INDIA) LIMITED
CIN: U24232RJ1990PLC005283

Our Company was originally incorporated as “Vivek Pharmaceuticals Private Limited” on January 29, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 05, 1993, the name of our Company was changed from “Vivek Pharmaceuticals Private Limited” to “Vivek Pharmachem (India) Private Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies Rajasthan, Jaipur, vide letter dated June 3, 1993. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on January 27, 1996, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vivek Pharmachem (India) Private Limited” to “Vivek Pharmachem (India) Limited” vide a fresh certificate of incorporation dated January 31, 1996, issued by the Registrar of Companies Rajasthan, Jaipur bearing CIN U24232RJ1990PLC005283. For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 117 of this Draft Prospectus.

Registered Office: A-1, Sethi Colony Jaipur 302004, Rajasthan, India.
Corporate Office: Opp. Police Check.NH-8 Village, Chimanpura, Amer 303102, Rajasthan, India.
Contact Person: Mr. Harshit Garg, Company Secretary & Compliance Officer
Tel No: +91-141-2970334/2981944; **E-mail:** info@vivekpharma.com; **Website:** www.vivekpharma.com
Promoters of our Company: Mr. Kuldeep Gupta &Mr. Navdeep Gupta

THE ISSUE	
INITIAL PUBLIC OFFER OF UPTO 52,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF VIVEK PHARMACHEM (INDIA) LIMITED(“OUR COMPANY” OR “VPIL” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS(“PUBLIC ISSUE”) OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.73% AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.	
THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI (ICDR) REGULATIONS”), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25.00% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 238 OF THIS DRAFT PROSPECTUS.	
All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “ <i>Issue Procedure</i> ” on page 238 of this Draft Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.	
ELIGIBLE INVESTORS	
For details in relation to Eligible Investors, please refer to section titled “ <i>Issue Procedure</i> ” beginning on page 238 of this Draft Prospectus.	
RISK 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. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in “ <i>Basis for Issue Price</i> ” 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 begivenregarding an active or sustained trading in the Equity Shares or 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited of the section “Risk Factors” beginning on page 24 of this Draft Prospectus.	
ISSUER’S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.	
LISTING	
The Equity Shares Issued through this Draft Prospectusis proposed to be listed on the SME Platform of NSE (NSE Emerge) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has receivedan approval letter dated [●] from National Stock Exchange of India Limited (“NSE”) for using its name in the Offer documentfor listing of our shares on the SME Platform of NSE (NSE Emerge). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).	
LEAD MANAGERTO THE ISSUE	REGISTRAR TO THE ISSUE
 Hem Securities Ltd.	 Bigshare Services Pvt. Ltd.
HEM SECURITIES LIMITED 904,A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, Maharashtra, India Tel. No.: +91- 022- 49060000 Website: www.hemsecurities.com Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Contact Person : Mr. Anil Bhargava SEBI Regn. No. INM000010981 CIN: U67120RJ1995PLC010390	BIGSHARE SERVICES PRIVATE LIMITED 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra, India Tel No.: +91-022-62638200 Fax No.: +91-022-62638299 Website: www.bigshareonline.com Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Mr. Swapnil Kate SEBI Regn. No.: MB/INR000001385 CIN: U99999MH1994PTC076534
ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1992(“ SCRA”), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections “Statement of Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 84, 141 and 262 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“VPIL”, “the Company”, “our Company”, “Issuer” and “Vivek Pharmachem (India) Limited”	Vivek Pharmachem (India) Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered office at A-1, Sethi Colony, Jaipur 302004, Rajasthan, India and Corporate Office at Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur Rajasthan, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

Company related and Conventional terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of our Company, as amended, from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “Our Management” beginning on page 122 of this Draft Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. R Sogani and Associates (Firm Registration No. as 018755C).
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Bankers to our Company	[•]
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 122 of this Draft Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Ashwin Gupta.
CIN	Corporate Identification Number
Companies Act / Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Mr. Harshit Garg (M. No.: A34673)
Corporate Office	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur, Rajasthan, India.
“CSR Committee” or “Corporate Social Responsibility Committee”	The corporate social responsibility committee of our Board, constituted in accordance with the Section 135 of the Companies Act and as described in the chapter titled “Our Management” beginning on page 122 of this Draft Prospectus
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India)



	Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository's Participant's Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of Face Value of Rs. 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see "Our Management" on page 122 of this Draft Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number. In this case being [●]
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled "Our Management" on page 122 of this Draft Prospectus.
LLP	Limited Liability Partnership
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on August 20, 2021 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Vivek Pharmachem (India) Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Mr. Kuldeep Gupta
"Materiality Policy"	The policy adopted by our Board on August 20, 2021 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations for the purpose of disclosure in the Offer Documents
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled "Our Management" beginning on page 122 of this Draft Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Promoter(s)	Shall mean promoters of our Company i.e. Mr. Kuldeep Gupta and Mr. Navdeep Gupta. For further details, please refer to section titled "Our Promoters & Promoter Group" beginning on page 122 of this Draft Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section "Our Promoters and Promoter Group" beginning on page 136 of this Draft Prospectus.



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	The Registered Office of our Company situated at A-1, Sethi Colony, Jaipur 302004, Rajasthan, India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Statements	The Restated Financial statements of our Company which includes Statement of Assets and Liabilities as at March 31, 2021, 2020 and 2019 and the restated statements of profit and loss and cash flows for the financial year ending March 31, 2021, 2020 and 2019 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Rajasthan, Jaipur, Ministry Of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan, India
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992, 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 Regulations/SEBI (LODR)	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.
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.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 122 of this Draft Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, 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.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Raj Kumar Gupta, Mr. Kuldeep Gupta and Mr. Navdeep Gupta.

Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue 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 Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Draft



	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 Draft 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 Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	Account maintained by the ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	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 [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the chapter titled “ Issue Procedure ” beginning on page 238 of this Draft Prospectus.
Broker Centers	Broker Centres notified by the Stock Exchanges, where the investors 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.
Business Day	Monday to Friday (except public holidays).
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.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, 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	A Depository Participant as defined under the Depositories Act, 1996.
Designated Date	The date on which the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account in terms of the Draft Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
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 website of the Stock Exchange i.e. www.nseindia.com
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 websites of the Stock Exchange i.e. www.nseindia.com
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 Market Maker	Hem Finlease Private Limited
Designated Stock Exchange	National Stock Exchange of India Limited (SME Exchange) ("NSE EMERGE")
DP ID	Depository Participant's Identity Number
Draft Prospectus	Draft Prospectus dated September 30, 2021 issued in accordance with Section 26 of the Companies Act, 2013
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
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 Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, 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 as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
Issue Agreement	The Issue Agreement dated September 23, 2021 between our Company and Lead Manager.
Issue/Public size/Initial Public Offering/ IPO	The Initial Public Issue of upto 52,00,000 Equity shares of Rs.10/- each at issue price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs
Issue Closing Date	The date after which the Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being [●]
Issue Opening Date	The date on which the Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.



Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 76 of this Draft Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE (SME platform.). In our case, Hem Finlease Private Limited is the sole Market Maker
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker, Hem Finlease Private Limited
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of Rs.10 each at an Issue price of Rs. [●] each is aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of Rs.10/- each at a price of Rs.[●] per Equity Share (the “Issue Price”), including a share premium of Rs.[●] per equity share aggregating to Rs.[●] Lacs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “Objects of the Issue” beginning on page 76 of this Draft Prospectus.
Non-Institutional Investors	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs. 2,00,000/-
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with Registrar of Companies.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated September 14, 2021 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue



	pertaining to the Issue.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/Sub-Syndicate Members) who hold valid membership either NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
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, 2018.
Retail Individual Investors	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.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Applications or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ Listing Regulations/	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. (SME Exchange) (“NSE Emerge”)
SEBI(PFUTP)Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Securities	Equity shares offered through this Draft Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Securities laws	Means the Act, 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.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter, LM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person’s bank account



“UPI Circulars”	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 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 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard from time to time
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
“UPI Mechanism”	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
U.S. Securities Act	U.S. Securities Act of 1933, as amended
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.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
ACA	The Affordable Care Act
ACOs	Accountable Care Organizations
AIIMS	All India Institute of Medical Sciences
ANDAs	Abbreviated New Drug Applications
API	Active Pharmaceutical Ingredient
ARVs	Antiretrovirals
BP	British pharmacopoeia
CDSCO	Central Drugs Standard Control Organisation
DMFs	Drug Master Files
EDQM	European Directorate for the Quality of Medicines
FPP	Finished Pharmaceutical Product
FIEO	Federation of Indian Export Organisations
FMS	Facility management services
FDA	The Food and Drug Administration
FG	Finished Goods
GCP	Good Clinical Practice
GLP	Good Laboratory Practice
GMP	Good Manufacturing Practice
HIV	Human Immunodeficiency Virus



IP	Indian pharmacopoeia
IPA	Indian Pharmaceutical Association
IPQC	In Process Quality Control
IT	Information Technology
IPS/IDS	Intrusion prevention system / intrusion detection system.
ISPE	International Society for Pharmaceutical Engineering
LC	Letter of credit
LDPE	Low Density Polyethelene
LoI	Letter of Intent
MRP	Maximum Retail Price
MDSAP	Medical Device Single Audit Program
MoU	Memorandum of Understanding
MRP	Maximum Retail Price
MW	Mega Watt
NPV	Net present value
OHSAS	Occupational Health and Safety Assessment Series
PIC/S	The Pharmaceutical Inspection Co-operation Scheme
P & M	Plant and Machinery
PM	Packing Material
QA	Quality Assurance
QC	Quality Control
RM	Raw Material
R&D	Research and development
Sq. Ft.	Square Feet
U.S.	Unites States of America
USFDA	US Food and Drug Administration
USP	United States pharmacopoeia
WHO	World Health Organization

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs. / Rupees/ INR	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
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. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit



BIFR	Board for Industrial and Financial Reconstruction
NSE	National Stock Exchange of India Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
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 thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
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.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
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.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	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
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
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
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	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
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
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
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
RaD Report	Reports and Data Report
R&D	Research & Development
Rs. or Rs.	Rupees, the official currency of the Republic of India
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
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
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 Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
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.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	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.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, ()	Represent Outflow



The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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



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

Certain Conventions

All references in the Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

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

Use of Financial Data

Unless stated otherwise, throughout this Draft Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Prospectus is derived from our restated financial statements prepared for the financial year ended 31st March 2021, 2020 and 2019 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 141 of this Draft Prospectus.

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 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 Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft 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, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 141 of this Draft Prospectus. There are no subsidiaries of our Company as on date of the Draft Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

For additional definitions used in this Draft Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 262 of the Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the 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 Prospectus is reliable, it has not been independently verified by us or the LM 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, 2018 the section titled “*Basis for Issue Price*” on page 81 of the Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.



Currency of Financial Presentation

All references to “Rupees” or “INR” or “Rs.” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***“Industry Overview”*** throughout the Draft Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”*** on page 24, 94 and 189 respectively of this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Draft Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.



FORWARD LOOKING STATEMENTS

This Draft Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. general economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company’s ability to successfully implement its growth strategy and expansion plans ;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. occurrence of Environmental Problems & Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters.
19. The performance of the financial markets in India and globally.
20. Impact of covid-19 on our business and operations.

For further discussion of factors that could cause our actual results to differ, see the Section titled **“Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 24, 94 and 189 respectively of the Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company or our Directors or our Officers or Lead Manager or Underwriter nor any of their respective affiliates 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 SEBI requirements, our Company and the LM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.



SECTION II – SUMMARY OF DRAFT PROSPECTUS

A. OVERVIEW OF BUSINESS

We are engaged in manufacturing of pharmaceutical formulations in various therapeutic segments such as anti-biotics, analgesics, cardio-vascular, nutritional drugs, gastrointestinal drugs, anti-diabetic, anti-fungal, corticosteroids, anti-coagulants etc. The formulations produced by us are in the form of tablets, capsules, dry & liquid small volume parenteral (injections), dry & oral liquid, eye drops, ointments & powders. We are also engaged in power generation business through windmills and solar energy.

B. OVERVIEW OF THE INDUSTRY

The Indian pharmaceutical industry is the world's 3rd largest by volume and 14th largest in terms of value. Total Annual Turnover of Pharmaceuticals was Rs. 2,89,998 crores for the year 2019-2020. Total pharmaceutical exports and import were to the tune of Rs. 1,46,260 crores and Rs. 42,943 crores respectively in the year 2019-20. India is one of the biggest suppliers of low-cost vaccines in the world. Because of the low price and high quality, Indian medicines are preferred worldwide, thereby rightly making the country the "Pharmacy of the World".

C. PROMOTERS

Mr. Kuldeep Gupta and Mr. Navdeep Gupta are the Promoters of our Company.

D. DETAILS OF THE ISSUE

This is an Initial Public Fresh Issue of upto 52,00,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lakhs ("The Issue"), out of which [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e. Issue of [●] Equity Shares of face value of Rs. 10 each, at an issue price of Rs. [●] per Equity Share for cash, aggregating to Rs. [●] lakhs is hereinafter referred to as the "Net Issue". The Public Issue and Net Issue will constitute 26.73% and [●]% respectively of the post- issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:-

Sr. No.	Particulars	Amt. (Rs. in lakhs)
1.	To meet the Working Capital requirements	[●]
2.	General Corporate Purpose	[●]
3.	To meet Issue Expenses	[●]
	Total	[●]

F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 1,42,51,946 Equity shares of our Company aggregating to 100% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1	Mr. Kuldeep Gupta	30,93,444	21.71	30,93,444	15.90
2	Mr. Navdeep Gupta	33,52,359	23.52	33,52,359	17.23
	Sub Total (A)	64,45,803	45.23	64,45,803	33.14
	Promoter Group				



3	Mrs. Savitri Gupta	22,30,487	15.65	22,30,487	11.47
4	Mrs. Aruna Gupta	13,13,907	9.22	13,13,907	6.75
5	Mrs. Neelam Gupta	13,13,094	9.21	13,13,094	6.75
6	Kuldeep Gupta HUF	9,37,785	6.58	9,37,785	4.82
7	Navdeep Gupta HUF	9,37,785	6.58	9,37,785	4.82
8	Ms. Vrinda Gupta	100	0.00	100	0.00
9	Ms. Ayushi Gupta	100	0.00	100	0.00
10	Orchid Medicare Private Limited	5,41,956	3.80	5,41,956	2.79
11	Pacific Global Limited	3,57,934	2.51	3,57,934	1.84
12	Mrs. Kanu Priya	14	0.00	14	0.00
13	Mrs. Poonam Gupta	14	0.00	14	0.00
14	Raj Kumar Gupta HUF	10	0.00	10	0.00
15	Mr. Ashwin Gupta	82,866	0.58	82,866	0.43
16	Mr. Varun Gupta	90,091	0.63	90,091	0.46
	Sub Total (B)	78,06,143	54.77	78,06,143	40.13
	Grand Total (A+B)	1,42,51,946	100.00	1,42,51,946	73.27

G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2021, 2020 and 2019:-

Particulars	Amt. (Rs. in lakhs)		
	March 31, 2021	March 31, 2020	March 31, 2019
Share Capital	1,425.19	1,425.19	1,425.19
Net Worth	4,956.31	4,268.79	3,437.08
Total Revenue	14,951.86	21,130.21	13,471.83
Profit after tax	687.52	831.71	741.71
Earnings per Share	4.82	5.84	5.20
Net Asset Value per Share	34.77	29.95	24.11
Total Borrowings (including current maturities of long term borrowings)	3,222.09	4,189.99	5,434.55

H. AUDITOR QUALIFICATIONS

There are no audit qualifications which have not been given effect in the restated financial statements.

I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company, Directors and Promoters are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

Litigations/Matters against our Company:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	9	Not quantifiable
Matters/Litigation Involving Tax Liabilities	5	6.86*
Other Pending Litigations (Material)	1	Not quantifiable

*includes 4 such cases, amount of which is not determinable at this stage.

Litigations filed by our Company:-



Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	4	Not quantifiable
Litigation Involving Tax Liabilities	3	91.3**
Other Pending Litigations (Material)	5	Not quantifiable

** does not include interest and penalty amount, which is not determinable

Litigations against our Promoters & Directors:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	8	Not quantifiable

Litigations filed by our Promoters & Directors:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	1	Not quantifiable

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 187 of this Draft Prospectus.

J. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on page 24 of this Draft Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Contingent liabilities in respect of:			
Claims against the company not acknowledged as debts (Refer note 1)	21.21	42.76	42.76
Guarantees (Refer note 2)	1796.15	1836.00	1473.89
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for):	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
Total	1817.36	1878.76	1516.64

Note:

1. Claims against the company not acknowledged as debts as on 31-03-2021:

Forum where dispute is pending	Nature of Payment	F.Y.	Amount
Customs, Central Excise, Service Tax, Appellate Tribunal	Demand	2007-08	15.20
Central Excise & Central Goods and Service Tax	Demand	2013-14	6.01

2. Bank has given performance & financial Bank Guarantees to various government undertakings on behalf of the company.

3. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



For further details, please refer to Note Y – Contingent Liabilities of the chapter titled “*Financial Information of the Company*” on page 173 of this Draft Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial years ended on March 31, 2021, 2020 and 2019:-

List of Related parties

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Sr. No.	Name of the Person / Entity	Relation
1	Kuldeep Gupta	Director's and KMP's
2	Navdeep Gupta	Director's and KMP's
3	Savitri Gupta	Director
4	Ashwin Gupta	KMP
5	Aruna Gupta	Relatives of KMP's
6	Neelam Gupta	Relatives of KMP's
7	Ayushi Gupta	Relatives of KMP's
8	Vrinda Gupta	Relatives of KMP's
9	Poonam Gupta	Relatives of KMP's
10	Anushree Gupta	Relatives of KMP's
11	Varun Gupta	Relatives of KMP's
12	Kanupriya Gupta	Relatives of KMP's
12	Pacific Global Ltd.	Company in which Directors/ relatives of Directors are interested
13	Upasana Constructions Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
14	Vivek Construction Pvt.Ltd.	Company in which Directors/ relatives of Directors are interested
15	Orchid Medicare Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
16	Sunrise Shelters Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
17	Raj Kumar Gupta HUF	Firm in which Directors/ relatives of Directors are interested
18	Kuldeep Gupta HUF	Firm in which Directors/ relatives of Directors are interested
19	Navdeep Gupta HUF	Firm in which Directors/ relatives of Directors are interested

Details of Transactions during the Year:

	For the period ended		
	March 31, 2021	March 31, 2020	March 31, 2019
Loans Received			
Navdeep Gupta	49.91	8.03	81.11
Kuldeep Gupta	72.20	8.00	50.32
Savitri Gupta	-		
Ashwin Gupta	0.24	93.40	10.28
Aruna Gupta	58.70	48.00	34.45
Varun Gupta	102.04	-	7.88
Vrinda Gupta	37.05	-	-
Neelam Gupta	-	-	34.15
Ayushi Gupta	-	-	-
Poonam Gupta	15.86	-	-
Anushree Gupta	42.80		
Kanupriya Gupta	-	-	11.50
Kuldeep Gupta HUF	107.00	18.39	12.00
Raj Kumar Gupta HUF	127.30	16.00	11.50
Navdeep Gupta HUF	117.50	15.75	-
Vivek Construction Pvt.Ltd.	10.13	720.88	-
Loans Paid			



Navdeep Gupta	36.67	5.98	84.46
Kuldeep Gupta	92.89	72.20	83.15
Savitri Gupta	9.52	1.50	2.60
Ashwin Gupta	-	135.57	2.91
Aruna Gupta	-	148.97	49.37
Varun Gupta	-	28.36	1.68
Vrinda Gupta	-	20.96	0.10
Neelam Gupta	-	69.30	59.53
Ayushi Gupta	-	15.34	0.13
Poonam Gupta	-	45.84	0.36
Kanupriya Gupta	-	-	29.04
Kuldeep Gupta HUF	-	142.50	4.97
Raj Kumar Gupta HUF	-	127.19	29.31
Navdeep Gupta HUF	-	151.00	0.02
Pacific Global Ltd.	0.02	-	0.02
Upasana Constructions Pvt. Ltd.	0.01	-	0.01
Vivek Construction Pvt.Ltd.	766.21	-	0.01
Orchid Medicare Pvt. Ltd.	0.01	-	0.03
Sunrise Shelters Pvt. Ltd.	0.01	-	-
Remuneration			
Navdeep Gupta	42.00	46.50	36.00
Kuldeep Gupta	33.60	43.00	36.00
Ashwin Gupta	37.00	30.00	12.00
Aruna Gupta	15.00	15.00	14.96
Anushree Gupta	12.00	-	-
Varun Gupta	30.00	24.00	8.98
Neelam Gupta	15.00	16.40	14.96
Interest Paid			
Navdeep Gupta	10.54	7.00	5.44
Kuldeep Gupta	15.40	9.65	11.12
Savitri Gupta	17.85	16.63	15.20
Ashwin Gupta	3.86	6.07	2.85
Aruna Gupta	6.30	12.45	12.46
Varun Gupta	2.49	2.23	1.77
Vrinda Gupta	1.47	1.93	2.14
Neelam Gupta	4.17	7.15	9.27
Ayushi Gupta	1.00	1.44	1.57
Poonam Gupta	2.94	4.20	4.60
Kanupriya Gupta	-	-	14.36
Kuldeep Gupta HUF	8.83	12.49	10.98
Raj Kumar Gupta HUF	10.50	11.42	15.94
Navdeep Gupta HUF	9.70	13.59	-
Vivek Construction Pvt.Ltd.	32.23	9.13	-
Rent Paid			
Savitri Gupta	0.24	0.24	0.24

Amount outstanding at Balance Sheet Date:

	As at the Year Ended		
	March 31, 2021	March 31, 2020	March 31, 2019
Loans:			
Navdeep Gupta	81.67	58.69	56.74
Kuldeep Gupta	119.60	126.04	82.54
Savitri Gupta	155.78	148.55	135.67



Ashwin Gupta	62.27	-	30.39
Aruna Gupta	107.87	-	104.77
Varun Gupta	39.35	-	19.32
Vrinda Gupta	23.31	-	19.28
Neelam Gupta	68.60	-	74.95
Ayushi Gupta	16.79	-	14.11
Poonam Gupta	45.52	-	41.42
Kanupriya Gupta	-	-	0.96
Kuldeep Gupta HUF	115.17	-	112.92
Raj Kumar Gupta HUF	137.02	-	100.91
Navdeep Gupta HUF	126.47	-	123.02
Pacific Global Ltd.	62.60	62.61	62.61
Upasana Constructions Pvt. Ltd.	2.67	2.69	2.69
Vivek Construction Pvt.Ltd.	4.69	730.96	1.87
Orchid Medicare Pvt. Ltd.	27.84	27.85	27.86
Sunrise Shelters Pvt. Ltd.	4.25	4.26	4.31

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

For further details, please refer to the Note Z – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 174 of this Draft Prospectus.

L. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.

M. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

Our Promoters has not acquired any equity shares in last one year.

N. AVERAGE COST OF ACQUISITION OF SHARES

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
1	Mr. Kuldeep Gupta	30,93,444	2.01
2	Mr. Navdeep Gupta	33,52,359	2.07

O. PRE IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

We have not issued Equity Shares for consideration other than cash in the last one year.

Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES

We have not carried any split/consolidation of face value of Equity Shares in the last one year.



SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Prospectus, particularly the **“Financial Information of the Company”** and the related notes, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 141, 94 and 189 respectively of this Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors 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.

Materiality

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

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **“Risk Factors”** on page 24 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 189 of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Restated Financial Statements”**.

1. **There are criminal, tax and other legal proceedings involving our Company, Promoters and our Directors. Any adverse outcome in any of these proceedings may adversely impact our business, reputation, financial condition and results of operations.**

Our Company, Directors and Promoters are involved in certain criminal, tax and other legal proceedings, which are pending at different levels of adjudication before various courts and tribunals. For details kindly refer chapter titled **“Outstanding Litigations and Material Developments”** on page 197 of this Draft Prospectus.



The summary of outstanding litigation set out below includes details of criminal proceedings, tax proceedings, and other material litigations involving our Company, Promoters and Directors.

Litigations/Matters against our Company:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	9	Not quantifiable
Matters/Litigation Involving Tax Liabilities	5	6.86*
Other Pending Litigations (Material)	1	Not quantifiable

*includes 4 such cases, amount of which is not determinable at this stage.

Litigations filed by our Company:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	4	Not quantifiable
Litigation Involving Tax Liabilities	3	91.3**
Other Pending Litigations (Material)	5	Not quantifiable

** does not include interest and penalty amount, which is not determinable

Litigations against our Promoters & Directors:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	8	Not quantifiable

Litigations filed by our Promoters & Directors:-

Nature of Cases	No. of Outstanding Cases	Amount Involved (Rs. in Lakhs)
Litigation Involving Criminal Laws	1	Not quantifiable

Any adverse order or direction in above cases by the concerned authorities even though not quantifiable, could have a material adverse impact on our business and reputation or cause the price of the Equity Shares to decline. Any such penalty, fine, imprisonment or any other adverse order/direction, may adversely affect our business, prospects, manufacturing abilities, financial operations and financial conditions. For further details, refer to **“Outstanding Litigation and Material Developments”** on page 197 of this Draft Prospectus

2. Any manufacturing or quality control problems may damage our reputation and expose us to potential litigation or other liabilities, which would negatively impact our business, prospects, results of operations and financial condition.

Pharmaceutical manufacturers are subject to significant regulatory scrutiny in most jurisdictions. We must register our facilities, whether located in India or elsewhere with regulatory authorities and our products must be made in a manner consistent with WHO-GMP or similar standards in each territory in, or for, which we manufacture. In addition, regulatory authorities and other agencies periodically inspect our manufacturing facilities. Compliance with production and quality control regulations requires substantial expenditure of resources.

In addition, we are required to meet various quality standards and specifications for our customers under our supply contracts, including adhering to various good manufacturing practices and conditions imposed under statutory or regulatory approvals, and quality certifications. Typically, disputes in connection with alleged non-conformity of our products with such quality standards and/or specifications are referred to independent testing laboratories, whose decision in that respect is typically deemed final. Furthermore, we are liable for the quality of our products for the entire duration of the shelf life of the product. If any independent laboratory confirms that our products do not conform to the prescribed and/or agreed standards and/or specifications, our products could be black listed by the particular client or our security deposit could be forfeited as per the tender agreement. Additionally, we may be imposed to bear the expenses of replacing such products free of charge, along with the expenses incurred with testing such products, which would adversely affect our business, prospects, results of operations and financial condition.



We also face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits and product recalls. Such adverse publicity will harm our ability to maintain the image of our Company. We may be subject to claims resulting from manufacturing defects, or negligence in storage and handling leading to the deterioration of our pharmaceutical products. In certain circumstances, the quantum of damages, especially punitive, awarded in cases of product liability can be extremely high. The existence or even threat of a major product liability claim could also damage our reputation and affect our Goodwill, thereby adversely affecting our business, prospects, results of operations and financial condition.

3. *Being a pharmaceutical company, we operate in a highly regulated and controlled industry environment. Our business is dependent on approvals from relevant regulatory and health authorities. Any delay or failure to obtain or renew such required regulatory approvals, registrations or any change in the regulatory environment in relation to marketing our products in regulated markets may significantly impact our business and strategy affecting our overall profitability.*

Being a pharmaceutical company, we operate in an industry which is highly regulated and controlled. There are stringent and restrictive norms in relation to quality standards. We expect to be or continue to be subject to extensive and increasingly stringent laws and regulations such as The Drugs and Cosmetics Act, 1940, The Drugs and Cosmetics Rules, 1945 etc. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings being initiated against us, third party claims or the levy of regulatory fines, which may adversely affect our business, results of operations and financial condition. Further amendments to such statutes may impose additional provisions to be followed by our Company and accordingly our Company may need to discontinue any range of product, incur damages, payment of fines or other penalties, other liabilities and related litigation, which could adversely affect our business, prospects, financial condition and results of operations.

We require various statutory and regulatory licenses, permits and approvals to operate our business. We need to make compliance and applications at appropriate stages of our business to continue our operations. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. Further any default by our Company in complying with the same may result in the cancellation of such licenses, approvals or registrations which may adversely affect our operations and financial strength.

Further, Our Company has applied for renewal of consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 & Air (Prevention and Control of Pollution) Act, 1981 and renewal of authorization under rule 5 of the Hazardous Wastes (management and Handling) Rules, 1989 to J&K State Pollution Control Board, which is pending for approval. Also, we are yet to apply for (i) registration under Contract Labour (Regulation & Abolition) Act, 1970, (ii) registration under Rajasthan Shops and Commercial Establishments Act, 1958 for Registered Office and (iii) Fire Safety NOC from concerned authorities in respect of our Jaipur and Jammu unit. There is no assurance that we will be able to obtain the necessary approvals from the concerned authorities in respect of the proposed expansion in a timely manner or at all. Further, there can be no assurance that the relevant authorities will issue or renew any of such permits or approvals or registrations in time or at all. Failure to renew, maintain or obtain the required permits or approvals or registrations in time may result in the interruption of our operations and may have a material adverse effect on our business. For further details, please refer to section titled ***“Government and Other Approvals”*** beginning on page 206 of the Draft Prospectus.

4. *Major portion of our revenue is dependent on the award of new contracts by Government entities, which is beyond our control. Our business may be adversely affected if our company is unable to obtain new contracts or if we fail to perform in accordance with the standards prescribed in the contracts.*

The major portion of our revenue is generated from the contracts awarded by the Government entities on tender basis, which is beyond our control. In F.Y. 2020-21, our revenue from operations was Rs. 148.87 crores of which, revenue from Government Institutions (direct supply) contributed Rs. 114.31 crores i.e. 76.8% of the revenue. Further, under Government Institutions (direct supply), our top five clients cumulatively accounted for approx 68% of the revenue from operations for F.Y. 2020-21. Under tender system, it is difficult to predict whether and when we will receive the contracts since the tenders often involve complex and lengthy bidding processes. In addition, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem as acceptable. As a result, we are subject to the risk of losing new contracts to competitors. As a major portion of our revenue is generated from tender-contracts, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when contract is awarded to us. We cannot assure you that we would bid for every contract where we are pre-qualified to submit a bid or that we could be awarded the contract. In case we are not awarded the contracts due to any reason, it may severally affect our business, financial condition and result of operations.

Further, the contract which we enter with the Government entities, usually require us to supply our products at particular rates along with maintenance of product quality standards and specifications and adherence with specific delivery schedules. Any failure



to adhere to contractual terms may have the consequences including but not limited to deduction of security deposit, monetary penalty, product black listing, litigations, cancellation of contract etc. which could adversely affect our business, financial condition, goodwill and results of operations.

5. *Reforms in the health care industry and the uncertainty associated with pharmaceutical pricing, reimbursement and related matters could adversely affect the pricing and demand for our products.*

In India, pharmaceutical prices are subject to regulation and the Government has been actively reviewing prices for pharmaceuticals and margins offered to trade. The existence of price controls can limit the revenues we earn from our products. India enacted the National Pharmaceuticals Pricing Policy in 2012, which lays down the principles for pricing essential drugs. As a result, a number of drug formulations were identified as essential drugs and were added to India's National List of Essential Medicines and these drugs are subjected to price controls in India. On May 15, 2013, the Department of Pharmaceuticals released the revised DPCO 2013 (which replaced the earlier Drugs (Prices Control) Order, 1995). The DPCO 2013 governs the price control mechanism for formulations listed in the National List of Essential Medicines. Under the DPCO 2013, the price of scheduled drugs is determined on the basis of the average market price of the relevant drug, arrived at by considering the prices charged by all companies that have a market share of equal to or more than 1.0% of the total market turnover on the basis of moving annual turnover of the drug.

The DPCO 2013 was amended in 2016 and the Drugs (Price Control) Amendment Order, 2016 fixed or revised ceiling prices of certain formulations under the DPCO. The NPPA may also notify the ceiling price for additional formulations under the DPCO or some or all of the remaining formulations listed in the National List of Essential Medicines.

Under terms of the DPCO 2013, non-compliance with the notified ceiling price or breaching the ceiling price would be tantamount to overcharging the consumer under the order, and the amount charged over and above the ceiling price shall be recovered along with interest thereon from the date of overcharging. Further, noncompliance with the price notification issued by NPPA, could also attract prosecution of the officers of the company under the Essential Commodities Act, 1955 including imprisonment for a term of up to seven years and shall also be liable to pay a fine. Any action against us or our management for violation of the DPCO 2013 may divert management attention and could adversely affect our business, prospects, results of operations and financial condition.

Further, if our ability to freely set prices for our products is restricted by government regulation, healthcare legislation and pressure from third parties, our revenues and our profits may be reduced. While we cannot predict the nature of the measures that may be adopted by governmental organizations or their effect on our business and revenues, the announcement or adoption of such proposals may affect our result of operations.

6. *We are susceptible to product liability claims and associated risks of litigation that could expose us to material liabilities, loss in revenues and increased expenses and thus may have a material adverse effect on our business and financial condition.*

Our business exposes us to claims for injuries allegedly resulting from the use of our products. We may be held liable for, or incur costs related to, liability claims if any of our products causes injury or is found unsuitable during development, manufacture, sale or use. Actual or claimed defects in our manufacturing facilities and/or product quality could give rise to claims, liabilities, costs and expenses, relating to loss of life, personal injury. If we fails to meet quality standards, it could also expose us to the risk of product liability claims. Although, we are insured against product liability claims to a certain extent, but in case of any major product liability claim or litigation, wherein we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities. The consequential liabilities and costs could have a material adverse effect on our business, financial condition, cash flows and results of operations. Moreover, even unsuccessful product liability claims would likely require us to spend money on litigation, divert management's time, damage our reputation and impair the marketability of our products.

7. *Any shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.*

The costs of raw materials and other inputs constitute a significant part of our total expenses. In Fiscals 2019, 2020 and 2021, our cost of materials consumed amounted to Rs. 95.87 crores, Rs. 151.82 crores and Rs. 103.42 crores respectively. Our manufacturing operations require various raw materials including API's such as Cefixime IP, Cefotaxime Sodium IP, Cephalexin IP (Compacted), Ibuprofen IP, Losartan Potassium IP, Meropenem IP (Sterile), etc., solvents, primary packaging materials, such as glass ampoules, vials, glass bottles, PVC films, rubber stoppers, and secondary packaging materials. Timely and cost-effective execution of our contracts is dependent on the adequate and timely supply of key raw materials. We generally make our purchases with suppliers



through purchase orders. As a result, we may in the future experience inventory shortages or price increases for certain products. We may not be able to renegotiate our pricing or delivery terms on a reasonable basis or find suitable alternative suppliers in the future, which may affect our business, financial condition, cash flows and results of operations. Any significant disruption in the supply of raw materials could adversely affect our ability to timely meet market demand for our products and lead to interruption in our business operations.

Raw materials, including packaging materials, are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, consumer demand, changes in government policies and regulatory sanctions. For F.Y. 2020-21, our top ten suppliers constituted approx. 49.1% of our total purchases for the said year.

We do not have any long term supply contracts with our suppliers. Thus, our suppliers may be unable to provide us with a sufficient quantity of raw materials, at prices acceptable to us, for us to meet the demand for our products. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price. Any increase in raw material prices may result in corresponding increases in our product costs. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to customers in an efficient, reliable and timely manner, and adversely affect our business, results of operations and financial condition.

8. *If we cannot respond adequately to the increased competition we expect to face, we will lose market share and our profits will decline, which will adversely affect our business, results of operations and financial condition.*

We compete with local companies, multi-national corporations and pharmaceutical companies from the rest of world. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected.

Many of our competitors may have greater financial, manufacturing, research and development, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges and stronger sales forces. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Also, we face pressure on our margins due to pricing competition from several small and unorganized local players. Presence of more players in the unorganized sector compared to organized ones has resulted in increasingly competitive environment characterized by stiff price competition.

We operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.


9. *The geographical concentration of our manufacturing facilities in Jaipur (Rajasthan) and Samba (J&K) may restrict our operations and adversely affect our business, results of operations and financial conditions.*


We presently operate our entire business through our two manufacturing facilities located in Jaipur, Rajasthan and Samba, Jammu & Kashmir. Due to the geographical concentration of our manufacturing operations primarily in Jaipur and Jammu, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

10. *Adverse publicity regarding our products could negatively impact us.*

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.



- 11. Our Company's logo  is not registered under the Trademarks Act, 1999 as on date of Draft Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.**

As on date of Draft Prospectus, we are yet to make application for registration of our logo  under the Trademarks Act, 1999. Hence, we do not enjoy the statutory protections accorded to a registered logo. Further, if we inadvertently infringe on the intellectual property rights of others, we may also be susceptible to claims from third parties asserting infringement and other related claims. The manufacture, use and sale of generic versions of products has been subject to substantial litigation in the pharmaceutical industry which mostly relate to the validity and infringement of patents or proprietary rights of third parties. If our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for patent infringement, in the form of either payment for the innovator's lost profits or a royalty on our sales of the infringing product, which could adversely impact our business, financial conditions and results of operations.

- 12. Our continued operations are critical to our business and are subject to operating risks such as breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing facilities, in the event of which, our business, results of operations, financial condition and cash flows can be adversely affected.**

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our manufacturing facilities which is sourced from state electricity boards. If supply is not available for any reason, we will need to rely on alternative sources, which may not be able to consistently meet our requirements. Our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our products, including as a result of any of the factors mentioned above.

- 13. There are certain discrepancies/errors noticed in some of our corporate records. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate or any other law could impact the financial position of the Company to that extent.**

Our company has not complied with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. For instance, in the past, we have not complied with Section 383A of Companies Act, 1956 and Section 203 of the Companies Act, 2013 in respect of appointment of Company Secretary during the period between F.Y. 1995-96 to August, 2016. Further, in F.Y. 2017-18, the Company Secretary was not appointed within 6 months of vacancy as required under Section 203(4) of the Companies Act, 2013. Our Company has not filed certain ROC forms such as MGT-14 for approval of Financial Statements and Board Report from F.Y. 2018-19 and 2019-20 and MGT-14 for appointment of internal auditor. In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business and reputation. Further, our company has not complied with certain Accounting Standards in the past such as AS -15 (Accounting for Employee Benefits) and AS-2 (Valuation of Inventories), however the same have been duly complied by us in the restated financial statements. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent. Also, the agreements which are executed by us in respect of tenders with Government entities contains one or more irregularities of enforceability, such as absence of signature, date etc. which may affect the injunctive procedures in a court of law, and could impair our operations.

- 14. Certain of our corporate records relating to forms filed with the Registrar of Companies prior to the year 2006 and documents pertaining to certain litigations are not traceable.**

We do not possess some of the prescribed forms filed with the Registrar of Companies, Jaipur, particularly relating to forms filed prior to the year 2006 including, inter alia, in respect of allotments of Equity Shares, Annual Returns, filing of financial statements, transfer deeds, appointment of Statutory Auditor etc. Thus, the history of our company with regards to share allotments presented in this Draft Prospectus is based on the limited information available with the Company. For more details, please refer to chapter titled



“Capital Structure” beginning on page 51 of this Draft Prospectus. While our Company believes that these ROC forms were duly filed on a timely basis, we cannot assure you that all the aforementioned forms filed with ROC will be available in the future.

Further, Our Company is not in possession of documents pertaining to certain litigations described in the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 197. Accordingly, reliance has been placed on the undertakings furnished by the Company to describe the facts of litigation in the aforesaid chapter. Therefore, we cannot assure you that all information pertaining to the said cases are accurate. In case, any documents pertaining to such litigations are traced by the Company, after the filing of Draft Prospectus, the same will be incorporated in the Prospectus to be filed with ROC.

Further, certain other statutory records such as Minutes Book and Statutory Registers pertaining to the years prior to 2006 are not traceable by us. Due to the non-availability of the requisite statutory records, we may not be able to present the requisite documentary evidence to validate our point which may lead to any penal actions being taken against the Company and its operations may get adversely affected.

15. The viability and level of wind energy generation is dependent on wind patterns, which are not constant and vary over time.

The viability of wind energy project is primarily dependent on the wind patterns conforming to the patterns that had previously been recorded to determine the suitability of the site for wind energy project. There can be no assurance that wind patterns at our wind farm sites will remain constant. Changes in wind patterns at our site could reduce the quantum of electricity units generated which can have a material adverse effect on our business, financial condition and results of operations. For details, relating to our wind farm sites, please refer to section titled “*Immovable Properties*” in the Chapter titled “Our Business” beginning on page 94 of this Draft Prospectus.

16. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.

Our success heavily depends upon the continued services of our Promoters and Key managerial personnel, particularly Mr. Kuldeep Gupta and Mr. Navdeep Gupta. We also depend significantly on our Key Managerial Persons for executing our day to day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “*Our Management*” on page 122 of this Draft Prospectus.

17. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members/entities. These transactions, inter-alia includes, issue of shares, rent, interest payments, remuneration, loans and advances etc. For details, please refer to “*Note Z - Related Party Disclosure*” under Section titled “*Financial Information of the Company*” and Chapter titled “*Capital Structure*” beginning on page 174 and 51 respectively of this Draft Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

18. Our Company has taken unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate working capital to make timely payments or at all.

Our Company has availed unsecured loans which may be recalled by its lenders at any time. As on March 31, 2021, such loans amounted to Rs. 459.10 lakhs. 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. As a result, any such



demand may materially affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled “**Statement of Financial Indebtedness**” on page 182 of this Draft Prospectus.

19. We do not own the registered office of our Company. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations.

We do not own the registered office of our Company. It has been obtained by us, from our Director Mrs. Savitri Gupta, through NOC dated December 07, 2016 on rental of Rs. 2,000 p.m., however we have not entered into any rent agreement, as on date of this Draft Prospectus. For further details, please refer to chapter “Our Business” on page 94 of this Draft Prospectus.

Further, we also share the registered office of our company with our Promoter Group/Group Companies, namely Orchid Medicare Pvt Ltd., Pacific Global Ltd., Uppasana Constructions Pvt. Ltd., Vivek Construction Pvt. Ltd., Sunrise Shelter Pvt. Ltd. and Uppasana Farms & Developers Pvt. Ltd. but there is no sharing agreement between our Company and above mentioned companies nor there is any demarcation of the premises and facilities installed therein for use. Any multiple or overlapping use of the said facilities may create some disruption which may affect our business operation. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

20. Changes in technology may render our current technologies obsolete or require us to make substantial investments.

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the dental products business, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

21. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

22. Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

23. Delays or defaults in client payments could affect our operations.

We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations.

24. Our Contingent Liability and Commitments could affect our financial position.

As on March 31st, 2021 we had Contingent Liability of Rs. 1817.36 lakhs which has not been provided in our financial statements



and which could affect our financial position. For details on the same, please refer “**Note Y**” under section “**Financial Information of the Company**” on page 173 of Draft Prospectus.

25. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.

Our business involves many risks and hazards which may affect our profitability, including breakdowns, failure or substandard performance of equipment, third party liability claims, labour disturbances and infrastructure failure. We have taken commercial package policy covering standard fire and special perils insurance, burglary insurance and public liability cover for both of our manufacturing facilities in Jaipur and Jammu. We have also taken standard fire and special perils insurance and burglary insurance for the wind farm and solar projects. We also maintain marine cargo insurance policy and vehicle insurances. However, we are not insured against risk related to machinery breakdown, workmen compensation, cash in transit, goods in transit and Directors and Officers Liability insurance. If any uncertainty arises including losses arising on account of third party claims or if claim made by us in respect of an insurance, is not accepted or any loss occurred by us is in excess of the insurance coverage, the same may adversely affect our operation, results and financials. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may be affected. For further information, see the section titled “**Our Business**” on page 94 of this Draft Prospectus.

26. We have not received consent of our lenders for undertaking the initial public offer of equity shares.

As on the date of this Draft Prospectus, we have not received the NOC for the Proposed Issue from our lenders (HDFC Bank and Bank of Baroda). However, our Company intends to obtain the necessary consent & NOC in relation to the proposed issue from such lender prior to the filing of the Prospectus with the RoC. Undertaking the proposed issue without obtaining such lender consent & NOC may constitute a default under such loan agreement, which could impact our loan facilities and may have an effect on our financial condition and results of operations.

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

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Though we have not faced any labour problem in the past we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock-outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

28. The Promoters and Promoter Group hold 100% of the Equity Shares of Our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information, please refer to the chapters/section titled “**Our Business**”, “**Our Promoters and Promoter Group**” and “**Note Z - Related Party Disclosure**”, beginning on pages 94, 136 and 174 respectively of this Draft Prospectus.

29. We have incurred substantial indebtedness which exposes us to various risks which may have an adverse affect on our business and results of operations

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2021, our total outstanding indebtedness was ₹ 3,222.09 lakhs.

Our significant indebtedness results in substantial amount of debt service obligations which could lead to:



1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse affect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page 182 of this Draft Prospectus.

30. Loans availed by Our Company has been secured on personal guarantees of our Director. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees provided by our Directors or Group companies.

Our Promoters & Directors, Mr. Kuldeep Gupta and Mr Navdeep Gupta and their relatives have provided personal guarantee to secure a significant portion of our existing borrowings taken from HDFC Bank and Bank of Baroda and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal/corporate guarantees provided by the aforesaid may be invoked which could negatively impact their reputation and net worth. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse affect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “Statement of Financial Indebtedness” on page 182 of this Draft Prospectus.

31. Relevant copies of educational qualifications of some of our Director are not traceable.

Relevant copies of the educational qualifications of some of our Directors namely Mrs. Savitri Gupta and Mr. Ramesh Bhandari are not traceable. In accordance with the disclosure requirements brief biographies of the Directors are disclosed in the section entitles “Our Management” on page 122 of this Draft Prospectus. However, we have relied on affidavits provided by such Directors.

32. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be covered by the insurance policies availed by our Company and may have an affect our business, cash flows, financial condition and results of operations For further details of our Plant and Machineries, please refer to chapter titled “*Our Business*” beginning on page 94 of the Draft Prospectus.

33. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

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

34. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.



The proposed fund requirement for funding working capital requirements, as detailed in the section titled "*Objects of the Issue*" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "*Objects of the Issue*" beginning on page 76 of this Draft Prospectus.

35. We may not be able to sustain effective implementation of our business and growth strategy.

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse affect on our business, financial condition and results of operations.

36. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see "Statement of Financial Indebtedness" on page 182 of the Draft Prospectus.

37. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.

Our Company is engaged in business of manufacturing of dental products, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund and Employee State Insurance. Any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

38. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue". The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 76 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

39. The present production capacity installed at our manufacturing units are not fully utilized. Moreover, Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.

The installed capacity at our manufacturing units are not fully utilized. The underutilization of the available capacity can affect our capacity to fully absorb fixed cost and thus may impact our manufacturing efficiency. The underutilization of installed capacity in future may affect profitability due to increase in per unit fixed cost of production. For further details of installed capacity and utilization, please refer to chapter titled "*Our Business*" beginning on page 94 of the Draft Prospectus.



Moreover, the information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Prospectus. For further information, see the section titled **“Our Business”** on page 94 of this Draft Prospectus.

40. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section **“Dividend Policy”** on page 140 of the Draft Prospectus.

41. There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs.10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

42. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.

Our promoters along with the promoter group will continue to hold collectively 73.27% of the Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the affect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

43. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company, in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled **“Capital Structure”** beginning on pages 51 of this Draft Prospectus.

44. We have not independently verified certain data in this Draft Prospectus

We have not independently verified data from the Industry and related data contained in this Draft 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 with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries 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.



45. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.*

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

46. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.*

The issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "***Basis for Issue Price***" beginning on page 81 of the Draft Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

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

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

EXTERNAL RISK FACTORS

48. *The extent to which the Coronavirus disease (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted.*

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures,



such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

49. A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse affect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse affects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

50. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter “***Government and Other Approvals***” on page 206 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse affect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax (“***GST***”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

51. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse affects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an



outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion affect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse affect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

53. Government regulation of foreign ownership of Indian securities may have an adverse affect on the price of the Equity Shares.

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

54. If certain labour laws become applicable to us, our profitability may be adversely affected.

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

55. Our performance is linked to the stability of policies and the political situation in India.

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian governments have pursued policies of economic liberalization and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However there can be no assurance that such policies will be continued and a significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, prospects, financial condition and results of operations.

Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse affect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.



SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾	Issue of upto 52,00,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
Out of which:	
Issue Reserved for the Market Makers	[●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
Net Issue to the Public	[●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
Out of which*	
A. Retail Individual Investors	At least [●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Retail Individual Investors ^(a) .
B. Other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	Not more than [●] Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to investor other than Retail Individual Investors ^(b) .
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,42,51,946 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	Upto 1,94,51,946 Equity Shares of face value Rs.10 each
Use of Net Proceeds by our Company	Please see the chapter titled “Objects of the Issue” on page 76 of this Draft Prospectus.

⁽¹⁾ Public issue upto 52,00,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share of our Company aggregating to Rs. [●] Lakhs. 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 235 of this Draft Prospectus.

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on August 20, 2021, and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting held on August 28, 2021.

As per Regulation 253 of the SEBI (ICDR) Regulations 2018, as amended, as present issue is a fixed price issue “the Allocation is the net issue to the public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) Remaining to

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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



SUMMARY OF OUR FINANCIALS

ANNEXURE I RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in lakhs)

PARTICULARS		NOTES	As at the Year Ended		
			31-03-21	31-03-20	31-03-19
A)	EQUITY AND LIABILITIES				
1.	Shareholders' Funds				
(a)	Share Capital	A	1425.19	1425.19	1425.19
(b)	Reserves and Surplus	A	3531.12	2843.60	2011.89
			4956.31	4268.79	3437.08
2.	Non-Current Liabilities				
(a)	Long Term Borrowings	B	2585.87	2536.99	3049.10
(b)	Deferred Tax Liabilities (Net)	C	740.66	853.71	881.03
(c)	Long Term Provisions	D	53.12	52.91	45.71
			3379.65	3443.62	3975.85
3.	Current Liabilities				
(a)	Short Term Borrowings	E	-	716.07	1508.03
(b)	Trade Payables	F			
	(A) total outstanding dues of micro, small and medium Enterprises		1027.94	500.63	476.00
	(B) total outstanding dues of creditors other than micro, small and medium enterprises		2081.28	4608.69	2724.22
(c)	Other Current Liabilities	G	784.80	1209.28	1155.42
(d)	Short Term Provisions	H	142.56	173.28	121.97
			4036.58	7207.95	5985.63
	Total		12372.55	14920.36	13398.57
B)	ASSETS				
1.	Non-Current Assets				
(a)	Property, Plant and Equipment				
	I) Tangible Assets	I	4197.24	4849.67	5385.16
	II) Intangible Assets		-	-	-
	III) Capital work in progress	I	2.25	-	-
(b)	Non-Current Investment	J	-	0.01	0.01
(c)	Long Term Loans and Advances	K	330.01	213.13	431.56
(d)	Other Non-Current Assets	L	-	5.20	5.20
			4529.49	5068.01	5821.93
2.	Current Assets				
(a)	Inventories	O	973.32	1380.03	1598.53
(b)	Trade Receivables	M	4928.94	7176.70	4868.87
(c)	Cash and Bank Balance	N	662.17	209.39	165.54
(d)	Other Current Assets	P	1278.62	1086.23	943.69
			7843.05	9852.35	7576.63
	Total		12372.55	14920.36	13398.57



ANNEXURE II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in lakhs)

PARTICULARS		Notes	For the Year ended		
			31-03-21	31-03-20	31-03-19
1	Revenue From Operations	Q	14886.57	21117.90	13423.07
2	Other Income	R	65.29	12.30	48.76
	Total Revenue (1+2)		14951.86	21130.21	13471.83
3	Expenditure				
(a)	Cost of Material consumed	S	9677.17	14340.83	8972.80
(b)	Change In Inventories of Finished Goods	T	338.13	40.20	(177.09)
(c)	Employee Benefit Expenses	U	832.15	889.02	743.29
(d)	Finance Cost	V	445.24	714.07	605.22
(e)	Depreciation and Amortisation Expenses	W	719.64	783.69	792.91
(f)	Other Expenses	X	2248.03	3387.08	1843.56
4	Total Expenditure (3(a) to 3(f))		14260.36	20154.88	12780.70
5	Profit/(Loss) Before Exceptional & extraordinary items & Tax		691.50	975.32	691.13
6	Exceptional item and Extraordinary item		-	-	-
7	Profit/(Loss) Before Tax (5-6)		691.50	975.32	691.13
8	Tax Expense:				
(a)	Current Tax	AE	(117.03)	(170.93)	(144.24)
(b)	Deferred Tax	C	113.05	27.32	194.82
9	Profit/(Loss) for the Year (7-8)		687.52	831.71	741.71
10	Earnings Per equity share (Basic & Diluted)		4.82	5.84	5.20



ANNEXURE III
RESTATED STATEMENT OF CASH FLOWS

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
A) CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax as per Statement of Profit & Loss	691.50	975.32	691.13
Adjusted for :			
Depreciation	719.64	783.69	792.91
Finance Cost	445.24	714.07	605.22
Provision for Gratuity	2.53	9.72	8.93
Profit on sale of assets	(1.25)	-	-
Interest Income	(64.04)	(12.30)	(48.76)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1793.62	2470.50	2049.42
Movements in working capital:			
Decrease/(increase) in inventories	406.71	218.50	(157.59)
Decrease/(increase) in trade receivables	2247.75	(2307.82)	199.89
Decrease/(increase) in other current assets	(192.40)	(142.54)	(122.57)
Increase/(decrease) in trade payables	(2000.10)	1909.11	(403.98)
Increase/(decrease) in other current liabilities	(424.48)	53.86	145.51
Increase/(Decrease) in Short Term Provisions	(40.76)	33.19	(35.25)
Increase/(Decrease) in Short Term Borrowings	(716.07)	(791.96)	248.07
Cash generated from / (used in) operations	1074.27	1442.83	1923.51
Less: Income Tax Paid (previous year)	(109.30)	(155.34)	(131.79)
NET CASH FLOW FROM OPERATING ACTIVITIES	964.97	1287.49	1791.71
B) CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant & Equipments	(68.71)	(289.27)	(912.23)
Decrease in other non-current assets	5.20	-	(1.91)
Proceeds from sale of Property, Plant & Equipments	2.75	41.06	-
Interest received	64.04	12.30	48.76
Increase in Capital Work-in-Progress	(2.25)	-	-
Decrease in Non-Current Investments	0.01	-	-
Decrease/(increase) in long term loans and advances	(116.87)	218.43	(116.36)
NET CASH FLOW FROM INVESTING ACTIVITIES	(115.83)	(17.47)	(981.73)
C) CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) of Long Term Borrowings	48.88	(512.11)	(190.37)
Finance Cost	(445.24)	(714.07)	(605.22)
NET CASH FLOW FROM FINANCING ACTIVITIES	(396.36)	(1226.17)	(795.59)
Net increase/ (decrease) in cash and cash equivalents	452.78	43.85	14.39
Cash and cash equivalents at the beginning of the year	209.39	165.54	151.15
Cash and cash equivalents at the end of the year	662.17	209.39	165.54
Components of cash and cash equivalents			
Cash on Hand	3.67	4.53	2.00
Balances with Scheduled Banks in Current A/c	397.81	1.69	1.34
Fixed Deposits with Banks	221.18	203.17	162.21
Bank of Baroda - Cash Credit A/c	9.68	-	-
HDFC Bank - Cash Credit A/c	29.83	-	-
Total cash and cash equivalents	662.17	209.39	165.54



GENERAL INFORMATION

Our Company was originally incorporated as “Vivek Pharmaceuticals Private Limited” on January 29, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 05, 1993, the name of our Company was changed from “Vivek Pharmaceuticals Private Limited” to “Vivek Pharmachem (India) Private Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies Rajasthan, Jaipur, vide letter dated June 3, 1993. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on January 27, 1996, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vivek Pharmachem (India) Private Limited” to “Vivek Pharmachem (India) Limited” vide a fresh certificate of incorporation dated January 31, 1996, issued by the Registrar of Companies Rajasthan, Jaipur bearing CIN U24232RJ1990PLC005283.

Mr. Raj Kumar Gupta, Mr. Kuldeep Gupta and Mr. Navdeep Gupta were the initial subscribers to the Memorandum of Association of our Company.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 117 of this draft Prospectus.

Registered Office:

A-1, Sethi Colony Jaipur 302004
Rajasthan, India
Tel. No.: +91-141-2970334/2981944
E-Mail: info@vivekpharma.com
Website: www.vivekpharma.com
CIN: U24232RJ1990PLC005283
Registration Number: 005283

Corporate Office and Factory Address:

Corporate Office & Manufacturing Unit -I	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur, Rajasthan, India. Tel. No. +91-141-2970334/2981944 E-Mail: info@vivekpharma.com
Manufacturing Unit -II	EPIP, Bari-Brahamana, Jammu (J&K) – 181133, India Tel. No. +91-123-221326 E-Mail: info@vivekpharma.com

Address of the RoC:

Registrar of Companies, Rajasthan, Jaipur
Corporate Bhawan, G/6-7, Second Floor,
Residency Area, Civil Lines, Jaipur- 302001, Rajasthan
Phone: 0141-2222465/466;
Fax: 0141-2222464
Email: roc.jaipur@mca.gov.in
Website: www.mca.gov.in

Board of Directors of our Company:

The Board of Directors of our Company as on the date of filing of this Draft Prospectus consists of:

Name of Director	Designation	Address	DIN
Mr. Kuldeep Gupta	Chairman & Managing Director	C-136 Dayanand Marg, Tilak Nagar, Jawahar Nagar, Jaipur 302004, Rajasthan, India	00092023
Mr. Navdeep Gupta	Whole Time Director	C-55, Priyadarshi Marg, Tilak Nagar Jawahar Nagar Jaipur 302004 Rajasthan, India	00091344
Mrs. Savitri Gupta	Non-Executive Director	C-136, Dayanand Marg, Tilak Nagar, Jawahar Nagar	00118408



		Jaipur 302004 Rajasthan, India	
Mr. Virender Kumar	Independent Director	81, Anaj Mandi, Fatehabad – 125050, Haryana, India	00590828
Mr. Ramesh Bhandari	Independent Director	No. 38/4, Jermiah Road, Ranjit Apts Vepery, Chennai – 600007, Tamil Nadu India	01144070

For further details in relation to our Directors, please refer to chapter titled **“Our Management”** on page 122 of this Draft Prospectus.

Chief Financial Officer

Mr. Ashwin Gupta
Vivek Pharmachem (India) Limited
 Opp. Police Check, NH-8, Village, Chimanpura,
 Amer 302028, Jaipur, Rajasthan, India.
 Tel. No.: +91-141-2970334/2981944
 E-mail: info@vivekpharma.com

Company Secretary & Compliance Officer

Mr. Harshit Garg
Vivek Pharmachem (India) Limited
 A-1, Sethi Colony Jaipur 302004
 Rajasthan, India
 Tel. No.: +91-141-2970334/2981944
 E-mail: comm.cs@vivekpharma.com

Investor Grievances:

Investors can contact the Company Secretary and Compliance Officer, the LM 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, noncredit 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 ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

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

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant LM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the LM.

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

Lead Manager of the Issue	Legal Advisor to the Issue
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000	Singhi & Singhi Law Chambers LLP Address: “Amolak”, 17-18, Vivek Vihar, J.L.N Marg, Near Vidhyashram School, Jaipur -302015, Rajasthan, India Tel: +91- 141 -2701199 , 2709555, 9414052225 Fax: +91- 141 -2709555



Fax No.:+91-22-22625991 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mr. Anil Bhargava SEBI Regn. No.:INM000010981	Email: anuroopsinghi@yahoo.com Contact Person: Mr. Anuroop Singhi Designation: Managing Partner
Registrar to the Issue	Statutory Auditors
Bigshare Services Private Limited Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, India. Telephone: +91 22 6263 8200 Facsimile: +91 22 6263 8299 Email: ipo@bigshareonline.com Contact Person: Mr. Swapnil Kate Website: www.bigshareonline.com SEBI Registration Number: MB/INR000001385	M/s. R Sogani and Associates Chartered Accountants, Address: R-20 Yudhishter Marg, C-Scheme, Jaipur, Rajasthan, India Phone : 0141-2222734/2220735/2220736 Email: rsa@soganiprofessionals.com Firm Registration No.: 018755C Membership No: 403023 Peer Review Certificate Number: 012213 Contact Person: Mr. Bharat Sonkhiya
Bankers to the Company	Bankers to the Issue/ Sponsor Bank*
[•]	[•]

*The Banker to the Issue (Sponsor Bank) shall be appointed prior to filing of the Prospectus with the RoC.

Designated Intermediaries

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above mentioned SEBI link.

Syndicate SCSB Branches

In relation to ASBA Bids 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 Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, 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 the SEBI 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 i.e (<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 websites of SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), as updated from time to time.

Brokers to the Issue

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financials for the financial year ended March 31, 2021, 2020 and 2019 as included in this Draft Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

Monitoring Agency

Since the proceeds from the Fresh Issue do not exceed Rs. 1,000 million, 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.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Trustees

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

Filing of Draft Prospectus

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G. BandraKurla Complex Bandra, East, Mumbai, Maharashtra 400051 India.

The Draft 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, 2018. However, pursuant to Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a soft copy of Draft Prospectus shall be furnished to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Rajasthan, Jaipur, Corporate Bhawan, G/6-7, Second Floor, Residency Area, Civil Lines, Jaipur- 302001, Rajasthan.



WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. 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. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITING

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [•].

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

**Includes [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [•] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Change in Auditors during the last three (3) years

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years:

Details of Auditor	Date of Change	Reason
M/s. J.P. Gupta & Company Chartered Accountants, Address: C-44 Greater Kailash Colony, LalKothi, Jaipur 302015, Rajasthan, India	September 30, 2019	Resignation due to Casual Vacancy



Phone : 0141-2761712/9314075824 Email: cajpGupta@gmail.com Firm Registration No.: 005377C Contact Person: Mr. Vijay Jain Membership No.: 420795		
R Sogani and Associates Chartered Accountants, Address: R-20 Yudhishter Marg, C-scheme302005, Rajasthan, India Phone : 0141-2222734/2220735/736 Email: rsa@soganiprofessionals.com Firm Registration No.: 018755C Contact Person: Mr. Bharat Sonkhiya Membership No.: 403023	September 30, 2019	Appointment

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the LM has entered into Market Making Agreement dated [•] with the following Market Maker, to fulfill the obligations of Market Making for this issue:

Name	[•]
Correspondence Address:	
Tel No.:	
E-mail:	
Website:	
Contact Person:	
SEBI Registration No.:	
NSE Market Maker Registration No.	

The Market Maker shall fulfill 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:

- The Market Maker(s) (individually or jointly) 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(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/- . However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) 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.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is [•] equity shares; however the same may be changed by the SME platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.



- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 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.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

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 LM 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 106 V of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the LM 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. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** Emerge portal of NSE will have all margins, which are applicable on 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.
- **Punitive Action in case of default by Market Makers:** NSE Emerge Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case 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.
- **Price Band and Spreads:** 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 market makers during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹20 to ₹50 Crore	20%	19%



₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

- 1) The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

- 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.



CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Draft Prospectus.

(Rs. in Lacs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 2,00,00,000 Equity Shares having Face Value of ₹ 10/- each	2000.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 1,42,51,946 Equity Shares having Face Value of ₹10/- each	1425.19	-
C	Present Issue in terms of this Draft Prospectus* Upto 52,00,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹[●]per share	520.00	[●]
	Which comprises of:		
D	Reservation for Market Maker Portion [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	Net Issue to Public Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share to the Public	[●]	[●]
	Of which:		
	i. At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	ii. Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to investors other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers).	[●]	[●]
F	Issued, Subscribed and Paid up Equity Share Capital after the Issue		
	1,94,51,946 Equity Shares of face value of ₹10/- each		[●]
G	Securities Premium Account		
	Before the Issue (as on date of this Draft Prospectus)		Nil
	After the Issue		[●]

*The Present Issue of upto 52,00,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 20, 2021 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on August 28, 2021.

Classes of Shares:-

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

NOTES TO THE CAPITAL STRUCTURE:

1. Changes in Authorised Equity Share Capital of our Company:

S. No.	Particulars of increase	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	50,000	5.00	On incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹	10,00,000	100.00	February 27,	EGM



	5.00 Lakhs to ₹ 100.00 Lakhs			1995	
3.	Increase in Authorised Share Capital from ₹100.00 Lakhs to ₹ 200.00 Lakhs	20,00,000	200.00	January 11, 1996	EGM
4.	Increase in Authorised Share Capital from ₹200.00 Lakhs to ₹ 300.00 Lakhs	30,00,000	300.00	March 10, 1997	EGM
5.	Increase in Authorised Share Capital from ₹ 300.00 Lakhs to ₹ 400.00 Lakhs	40,00,000	400.00	October 03, 2001	EGM
6.	Increase in Authorised Share Capital from ₹ 400.00 Lakhs to ₹ 500.00 Lakhs	50,00,000	500.00	October 15, 2003	EGM
7.	Increase in Authorised Share Capital from ₹ 500.00 Lakhs to ₹ 1000.00 Lakhs	1,00,00,000	1000.00	March 28, 2008	EGM
8.	Increase in Authorised Share Capital from ₹ 1000.00 Lakhs to ₹ 1500.00 Lakhs	1,50,00,000	1500.00	November 26, 2010	EGM
9.	Increase in Authorised Share Capital from ₹ 1500.00 Lakhs to ₹ 2000.00 Lakhs	2,00,00,000	2000.00	February 07, 2020	EGM

2. Equity Share Capital History of our Company:

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹))	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid Up Capital (₹)
Upon Incorporation	30	100	100	*	Subscription to MOA ⁽ⁱ⁾	30	Nil	3000
October 07, 1993	50	100	*	*	Further Allotment ⁽ⁱⁱ⁾	80	Nil	8,000
September 20, 1994	920	100	*	*	Further Allotment ⁽ⁱⁱⁱ⁾	1000	Nil	100,000
<i>The face value of Equity Shares of our Company was subdivided from Rs. 100.00 per Equity Share to Rs.10.00 per Equity Share on February 27, 1995. Therefore, 1,000 equity shares of our Company of face value of ₹ 100 each was sub-divided into 10,000 equity shares of face value of ₹10 each and after sub-division the paid-up share capital was as follows:</i>								
Post Sub-division	10,000	10	-	-	-	10,000	Nil	100,000
March 15, 1995	2,05,000	10	*	*	Further Allotment ^(iv)	2,15,000	Nil	21,50,000
August 18, 1995	4,30,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 2:1 ^(v)	6,45,000	Nil	64,50,000
September 26, 1995	1,55,000	10	*	*	Further Allotment ^(vi)	8,00,000	Nil	80,00,000
September 30, 1995	5,33,333	10	Nil	Other than Cash (By utilization of Revaluation Reserves)	Bonus Issue in the ratio of 2:3 ^(vii)	13,33,333	Nil	1,33,33,330
*	60,000	10	*	*	Further Allotment ^(viii)	13,93,333	Nil	1,39,33,330
November	8,70,000	10	10	*	Further	22,63,333	Nil	2,26,33,330



30, 2000					Allotment ^(ix)			
January 17, 2001	1,60,000	10	25	*	Further Allotment ^(x)	24,23,333	24,00,000	2,42,33,330
October 10, 2001	4,88,500	10	10	*	Further Allotment ^(xi)	29,11,833	24,00,000	2,91,18,330
March 30, 2002	2,00,000	10	25	*	Further Allotment ^(xii)	31,11,833	54,00,000	3,11,18,330
March 31, 2003	1,16,000	10	25	*	Further Allotment ^(xiii)	32,27,833	71,40,000	3,22,78,330
February 12, 2004	1,96,000	10	25	*	Further Allotment ^(xiv)	34,23,833	1,00,80,000	3,42,38,330
March 31, 2005	1,00,000	10	10	*	Further Allotment ^(xv)	35,23,833	1,90,80,000	3,52,38,330
January 20, 2009	63,42,899	10	Nil	Other than Cash	Bonus Issue in the ratio of 18:10 ^(xvi)	98,66,732	Nil	9,86,67,320
December 16, 2011	43,85,214	10	Nil	Other than Cash	Bonus Issue in the ratio of 4:9 ^(xvii)	1,42,51,946	Nil	14,25,19,460

All the above mentioned shares are fully paid up since the date of allotment.

*The information in respect of allotments made prior to the year 2000 has been mentioned based on the limited information available with the Company, since the forms filed with the RoC for the allotments made prior to 2000 are not available in the records of the Company. Further, in respect of allotments made between 2000 to 2005, the nature of consideration (cash/other than cash) cannot be traced from the respective allotment forms. Please refer to Risk Factor "Certain of our corporate records relating to forms filed with the Registrar of Companies prior to the year 2006 and documents pertaining to certain litigations are not traceable" on page 30 of this Draft Prospectus

(i) Initial Subscribers to the Memorandum of Association subscribed 30 Equity Shares of Face Value of Rs. 100/- each, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Mr. Raj Kumar Gupta	10
2.	Mr. Kuldeep Gupta	10
3.	Mr. Navdeep Gupta	10
	Total	30

(ii) Further allotment of 50 Equity shares of Face Value of Rs. 100/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Sedu Ram	50
	Total	50

(iii) Further allotment of 920 Equity shares of Face Value of Rs. 100/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	110
2.	Mr. Kuldeep Gupta	170
3.	Mr. Navdeep Gupta	140
4.	Mr. Sedu Ram	500
	Total	920



(iv) Further allotment of 2,05,000 Equity shares of face value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	34,600
2.	Mr. Kuldeep Gupta	34,000
3.	Mr. Navdeep Gupta	28,800
4.	Mrs. Aruna Gupta	36,000
5.	Mrs. Savitri Gupta	35,800
6.	Mrs. Neelam Gupta	35,800
	Total	2,05,000

(v) Bonus issue of 4,30,000 Equity Shares of Face Value of Rs. 10/-each in the ratio of 2:1 i.e. Two (2) Bonus Equity Shares for every One (1) Equity Share held by shareholders. (refer point no. 4 below for allottees list)

(vi) Further allotment of 1,55,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	27,500
2.	Mr. Kuldeep Gupta	25,000
3.	Mr. Navdeep Gupta	25,000
4.	Mrs. Aruna Gupta	27,500
5.	Mrs. Savitri Gupta	25,000
6.	Mrs. Neelam Gupta	25,000
	Total	1,55,000

(vii) Bonus issue of 5,33,333 Equity Shares of Face Value of Rs. 10/-each in the ratio of 2:3 i.e. Two(2) Bonus Equity Shares for every Three (3) Equity Share held by shareholders. (refer point no. 4 below for allottees list)

(viii) Further allotment of 60,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Libra Techno Private Limited	20,000
2.	Double Coin food Private Limited	20,000
3.	Broad Traders & Financiers	20,000
	Total	60,000

(ix) Further allotment of 8,70,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	1,60,000
2.	Mr. Kuldeep Gupta	1,60,000
3.	Mr. Navdeep Gupta	1,60,000
4.	Mrs. Aruna Gupta	40,000
5.	Mrs. Savitri Gupta	1,30,000
6.	Mrs. Neelam Gupta	40,000
7.	Navdeep Gupta HUF	90,000
8.	Kuldeep Gupta HUF	90,000
	Total	8,70,000

(x) Further allotment of 1,60,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:



S. No.	Name of Allottees	Number of Shares Allotted
1.	Particular Manage FinleasePvt Ltd.	20,000
2.	Performance Trading & investment	20,000
3.	Transpan Financial Service Ltd.	36,000
4.	Rahul FinleasePvt Ltd.	4,000
5.	Balurghat Technology Ltd.	40,000
6.	Shre Ram RatanSinghal	40,000
	Total	1,60,000

(xi) Further allotment of 4,88,500 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	91,870
2.	Mr. Kuldeep Gupta	5,860
3.	Mr. Navdeep Gupta	65,860
4.	Mrs. Savitri Gupta	55,860
5.	Navdeep Gupta HUF	1,870
6.	Kuldeep Gupta HUF	1,870
7.	Ms. Vrinda Gupta	22,300
8.	Ms. Ayushi Gupta	20,510
9.	Pacific Global Limited	88,500
10.	Upasana Housing & Cons. Pvt. Ltd.	134,000
	Total	4,88,500

(xii) Further allotment of 2,00,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Kuldeep Textiles Pvt Ltd.	20,000
2.	Swetu Stones Pvt Ltd.	20,000
3.	Shree Gupieshwer Marketing Pvt Ltd.	20,000
4.	Chintpurni credit & Leasing Pvt Ltd.	20,000
5.	Garg FinvestPvt Ltd.	20,000
6.	Jayatra Movies Pvt Ltd.	40,000
7.	Bengal Fintrade Company Pvt Ltd.	40,000
8.	Great Eastern Movies Pvt Ltd.	20,000
	Total	2,00,000

(xiii) Further allotment of 1,16,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Raj Kumar Gupta	16,000
2.	Mr. Kuldeep Gupta	12,000
3.	Mr. Navdeep Gupta	16,000
4.	Mrs. Aruna Gupta	24,000
5.	Mrs. Savitri Gupta	24,000
6.	Mrs. Neelam Gupta	24,000
	Total	1,16,000

(xiv) Further allotment of 1,96,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:



S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Vinay Gupta	1,80,000
2.	Mr. Kishan Gupta	16,000
	Total	1,96,000

(xv) Further allotment of 1,00,000 Equity shares of Face Value of Rs. 10/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Vinay Gupta	1,00,000
	Total	1,00,000

(xvi) Bonus issue of 63,42,899 Equity Shares of Face Value of Rs. 10/-each in the ratio of 18:10 i.e. Eighteen (18) Bonus Equity Shares for every Ten (10) Equity Share held by shareholders. (refer point no. 4 below for allottees list)

(xvii) Bonus issue of 43,85,214 Equity Shares of Face Value of Rs. 10/-each in the ratio of 4:9 i.e. Four (4) Bonus Equity Shares for every Nine (9) Equity Share held by shareholders. (refer point no. 4 below for allottees list)

b) As on the date of this Draft Prospectus, our Company does not have any Preference Share Capital.

3. The Company has not issued any Equity Share in the last two years preceding the date of the Draft Prospectus:

4. Issue of Equity Shares for consideration other than cash and from revaluation reserves:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
August 18, 1995	4,30,000	10	-	Bonus Issue in the ratio of 2:1	Capitalization of Reserves & Surplus	Mr. Raj Kumar Gupta	34,600
						Mr. Kuldeep Gupta	34,000
						Mr. Navdeep Gupta	28,800
						Mrs. Aruna Gupta	36,000
						Mrs. Savitri Gupta	35,800
						Mrs. Neelam Gupta	35,800
						Total	4,30,000
September 30, 1995	5,33,333	10	-	Bonus Issue in the ratio of 2:3(out of revaluation reserves)	Capitalization of Revaluation Reserves	Mr. Raj Kumar Gupta	89,933
						Mr. Kuldeep Gupta	88,267
						Mr. Navdeep Gupta	88,267
						Mrs. Aruna Gupta	90,333
						Mrs. Savitri Gupta	88,267
						Mrs. Neelam Gupta	88,266
						Total	5,33,333
January 20, 2009	63,42,899	10	-	Bonus Issue in the ratio of 18:10	Capitalization of Reserves & Surplus	Mr. Kuldeep Gupta	13,76,778
						Mr. Navdeep Gupta	14,91,984
						Mrs. Aruna Gupta	5,84,761
						Mrs. Savitri Gupta	9,92,687
						Mrs. Neelam Gupta	5,84,399
						Navdeep Gupta HUF	4,17,366
						Kuldeep Gupta HUF	4,17,366
						Ms. Vrinda Gupta	40,140
						Ms. Ayushi Gupta	36,918
						Pacific Global Limited	1,59,300
						Orchid Medicare Private Limited	2,41,200



						Total	63,42,899
December 16, 2011	43,85,214	10	-	Bonus Issue in the ratio of 4:9	Capitalization of Reserves & Surplus	Mr. Kuldeep Gupta	9,51,829
						Mr. Navdeep Gupta	10,31,495
						Mrs. Aruna Gupta	4,04,279
						Mrs. Savitri Gupta	6,86,307
						Mrs. Neelam Gupta	4,04,029
						Navdeep Gupta HUF	2,88,549
						Kuldeep Gupta HUF	2,88,549
						Ms. Vrinda Gupta	27,751
						Ms. Ayushi Gupta	25,524
						Pacific Global Limited	1,10,134
						Mr. Vinay Gupta	4
						Orchid Medicare Private Limited	1,66,756
						Mrs. KanuPriya	4
						Mrs. Poonam Gupta	4
						Total	43,85,214

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Draft Prospectus.
8. **Shareholding Pattern of the Company**

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



I - Our Shareholding Pattern:-

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of Rs.10/- each^	Classes eg: 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	16	1,42,51,946	-	-	1,42,51,946	100.00	1,42,51,946	-	1,42,51,946	100.00	-	100.00	-	-	-		
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		



Vivek Pharmachem (India) Limited

	g DRs															
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	16	1,42,51,946	-	-	1,42,51,946	100.00	1,42,51,946	-	1,42,51,946	100.00	-	100.00	-	-	-

Notes-

*As on date of this Draft Prospectus 1 Equity share holds 1 vote.

We have only one class of Equity Shares of face value of Rs. 10/- each.

We are in the process of entering into tripartite agreement with CDSL & NSDL.

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.

II – Shareholding pattern of the Promoter and Promoter Group

S.No .	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partl y paid-up equit y share s held	Nos. of shares underlyin g Depositor y Receipts	Total nos. shares held	Shareho lding (calcula ted as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlyin g Outstandi ng convertibl e securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Numbe r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Share s held (b)	No. (a)	As a % of total share s held (b)	
								Class Equity Shares of Rs.10/- each	Clas s Y	Total								
	I	II	III	IV	V	VI=IV+V+ VI	VII	VIII				IX	X = VI+ IX	XI		XII		XIII
(1)	Indian																	
(a)	Individuals/ Hindu undivided Family	14	1,33,52,056	-	-	1,33,52,056	93.69	1,33,52,056	-	1,33,52,056	93.69	-	93.69	-		-		-
	Mr. Kuldeep Gupta	1	30,93,444	-	-	30,93,444	21.71	30,93,444	-	30,93,444	21.71	-	21.71	-		-		-
	Kuldeep Gupta	1	9,37,785	-	-	9,37,785	6.58	9,37,785		9,37,785	6.58		6.58					



Vivek Pharmachem (India) Limited

	HUF															
	Mr. Navdeep Gupta	1	33,52,359	-	-	33,52,359	23.52	33,52,359	-	33,52,359	23.52	-	23.52	-	-	-
	Navdeep Gupta HUF	1	9,37,785			9,37,785	6.58	9,37,785		9,37,785	6.58		6.58			
	Mrs. Savitri Gupta	1	22,30,487	-	-	22,30,487	15.65	22,30,487	-	22,30,487	15.65	-	15.65	-	-	-
	Mrs. Aruna Gupta	1	13,13,907	-	-	13,13,907	9.22	13,13,907	-	13,13,907	9.22	-	9.22	-	-	-
	Mrs. Neelam Gupta	1	13,13,094	-	-	13,13,094	9.21	13,13,094	-	13,13,094	9.21	-	9.21	-	-	-
	Ms. Vrinda Gupta	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-
	Ms. Ayushi Gupta	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-
	Mrs. KanuPriya	1	14			14	0.00	14		14	0.00		0.00			
	Mrs. Poonam Gupta	1	14			14	0.00	14		14	0.00		0.00			
	Raj Kumar Gupta HUF	1	10			10	0.00	10		10	0.00		0.00			
	Mr. Varun Gupta	1	90,091			90,091	0.63	90,091		90,091	0.63		0.63			
	Mr. Ashwin Gupta	1	82,866			82,866	0.58	82,866		82,866	0.58		0.58			
(b)	Central Government/ State Government (s)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other	2	8,99,890			8,99,890	6.31	8,99,890		8,99,890	6.31		6.31			
	Orchid Medicare Private Limited	1	5,41,956	-	-	5,41,956	3.80	5,41,956	-	5,41,956	3.80	-	3.80	-	-	-
	Pacific Global	1	3,57,934			3,57,934	2.51	3,57,934		3,57,934	2.51		2.51			



Vivek Pharmachem (India) Limited

	Limited															
	Sub-Total (A)(1)	16	1,42,51,946	-	-	1,42,51,946	100.00	1,42,51,946	-	1,42,51,946	100.00	-	100.00	-	-	-
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	16	1,33,52,056	-	-	1,33,52,056	100.00	1,33,52,056	-	1,33,52,056	100.00	-	100.00	-	-	-

**As on date of this Draft Prospectus 1 Equity share holds 1 vote.*



III- Shareholding pattern of the Public shareholder

S.No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partl y paid -up equit y shar es held	Nos. of shares underl ying Depository Receipts	Total nos. shares held	Shareho lding % (calculat ed as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlyi ng Outstand ing convertib le securities (includi ng Warrant s)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Numbe r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total 62hare s held (b)	No. (not applic able) (a)	As a % of total share s held (not applicabl e)(b)	
								Class Equity Shares of Rs.10/- each	Class Y	Tot al								
	I	II	III	IV	V	VI=III+ IV+V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Institutions																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



	Government/ State Government(s)/ President of India															
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-institutions															
(a)	Individuals															
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B)= (B) (1)+ (B) (2) +(B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



IV - Shareholding pattern of the Non-Promoter- Non Public shareholder

S. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerial ized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total share s held (not applicabl e)	
								Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV +V	VII	VIII				IX	X= VI+IX	XI	XII		XIII	
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (c) (1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (C) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non- Promoter Non-Public shareholding (C) = (C)(1)+(C)(2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



9. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-

a) As on the date of filing of this Draft Prospectus:-

S. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Kuldeep Gupta	30,93,444	21.71
2.	Mr. Navdeep Gupta	33,52,359	23.52
3.	Mrs. Savitri Gupta	22,30,487	15.65
4.	Mrs. Aruna Gupta	13,13,907	9.22
5.	Mrs. Neelam Gupta	13,13,094	9.21
6.	Kuldeep Gupta HUF	9,37,785	6.58
7.	Navdeep Gupta HUF	9,37,785	6.58
8.	Orchid Medicare Private Limited	5,41,956	3.80
9.	Pacific Global Limited	3,57,934	2.51
	Total	1,40,78,751	98.78

b) Ten days prior to the date of filing of this Draft Prospectus:-

S. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Kuldeep Gupta	30,93,444	21.71
2.	Mr. Navdeep Gupta	33,52,359	23.52
3.	Mrs. Savitri Gupta	22,30,487	15.65
4.	Mrs. Aruna Gupta	13,13,907	9.22
5.	Mrs. Neelam Gupta	13,13,094	9.21
6.	Kuldeep Gupta HUF	9,37,785	6.58
7.	Navdeep Gupta HUF	9,37,785	6.58
8.	Orchid Medicare Private Limited	5,41,956	3.80
9.	Pacific Global Limited	3,57,934	2.51
	Total	1,40,78,751	98.78

c) One Year prior to the date of filing of this Draft Prospectus:-

S. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Kuldeep Gupta	30,93,444	21.71
2.	Mr. Navdeep Gupta	33,52,359	23.52
3.	Mrs. Savitri Gupta	22,30,487	15.65
4.	Mrs. Aruna Gupta	13,13,907	9.22
5.	Mrs. Neelam Gupta	13,13,094	9.21
6.	Kuldeep Gupta HUF	9,37,785	6.58
7.	Navdeep Gupta HUF	9,37,785	6.58
8.	Orchid Medicare Private Limited	5,41,956	3.80
9.	Pacific Global Limited	3,57,934	2.51
	Total	1,40,78,751	98.78



*Details of shares held on September 30, 2020 and percentage held has been calculated based on the paid up capital of our Company as on September 30, 2020.

d) Two Years prior to the date of filing of this Draft Prospectus:-

S. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Kuldeep Gupta	30,93,444	21.71
2.	Mr. Navdeep Gupta	33,52,359	23.52
3.	Mrs. Savitri Gupta	22,30,487	15.65
4.	Mrs. Aruna Gupta	13,13,907	9.22
5.	Mrs. Neelam Gupta	13,13,094	9.21
6.	Kuldeep Gupta HUF	9,37,785	6.58
7.	Navdeep Gupta HUF	9,37,785	6.58
8.	Orchid Medicare Private Limited	5,41,956	3.80
9.	Pacific Global Limited	3,57,934	2.51
	Total	1,40,78,751	98.78

*Details of shares held on September 30, 2019 and percentage held has been calculated based on the paid up capital of our Company as on September 30, 2019.

10. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

11. There will be no 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 Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares 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.

12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Prospectus, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta, collectively hold 64,45,803 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
(A) Mr. Kuldeep Gupta							
Upon Incorporation	10	100	100	Cash	Subscriber to MOA	0.00	0.00
May 15,	(5)	100	*	*	Transfer ^(a)	(0.00)	(0.00)



1990							
*	5	100	*	*	Acquisition of share by way of Transfer of shares ^(b)	0.00	0.00
September 20, 1994	170	100	*	*	Further Allotment	0.00	0.00
As per the available records, the face value of Equity Shares of our Company was subdivided from Rs.100.00 per Equity Share to Rs.10.00 per Equity Share on February 27, 1995. Therefore, 180 equity shares of face value of ₹ 100 each was sub-divided into 1800 equity shares of face value of ₹10 each and after sub-division the paid-up share capital was as follows:							
Post Sub-division	1800	10	-	-	-	0.01	0.01
March 15, 1995	34,000	10	*	*	Further Allotment	0.24	0.17
August 18, 1995	71,600	10	-	Other than Cash	Bonus Issue in the ratio of 2:1	0.50	0.37
September 26, 1995	25,000	10	*	*	Further Allotment	0.18	0.13
September 30, 1995	88,267	10	-	Other than Cash	Bonus Issue in the ratio of 2:3 (By utilization of Revaluation Reserves)	0.62	0.45
November 30, 2000	1,60,000	10	10	*	Further Allotment	1.12	0.82
October 10, 2001	5,860	10	10	*	Further Allotment	0.04	0.03
March 31, 2003	12,000	10	25	*	Further Allotment	0.08	0.06
August 14, 2004	80,000	10	*	*	Acquisition of share by way of Transfer of shares ^(c)	0.56	0.41
December 27, 2008	2,86,350	10	*	*	Acquisition of share by way of Transmission of shares ^(d)	2.01	1.47
January 20, 2009	13,76,778	10	-	Other than Cash	Bonus Issue in the ratio of 18:10	9.66	7.08
*	(40)	10	*	*	Transfer ^(e)	(0.00)	(0.00)
December	9,51,829	10	-	Other than	Bonus Issue	6.68	4.89



16, 2011				Cash	in the ratio of 4:9		
Total (A)	30,93,444					21.71	15.90
(B) Mr. Navdeep Gupta							
Upon Incorporation	10	100	100	Cash	Subscriber to MOA	0.00	0.00
May 15, 1990	(5)	100	*	*	Transfer ^(f)	(0.00)	(0.00)
*	5	100	*	*	Acquisition of share by way of Transfer of shares ^(g)	0.00	0.00
September 20, 1994	140	100	*	*	Further Allotment	0.00	0.00
<i>As per the available records, the face value of Equity Shares of our Company was subdivided from Rs.100.00 per Equity Share to Rs.10.00 per Equity Share on February 27, 1995. Therefore, 150 equity shares of face value of ₹ 100 each was sub-divided into 1500 equity shares of face value of ₹10 each and after sub-division the paid-up share capital was as follows:</i>							
Post Sub-division	1500	10	-	-	-	0.01	0.01
March 15, 1995	5500	10	*	*	Acquisition of share by way of Transfer of shares ^(h)	0.04	0.03
March 15, 1995	28,800	10	*	*	Further Allotment	0.20	0.15
August 18, 1995	71,600	10	-	Other than Cash	Bonus Issue in the ratio of 2:1	0.50	0.37
September 26, 1995	25,000	10	*	*	Further Allotment	0.18	0.13
September 30, 1995	88,267	10	-	Other than Cash	Bonus Issue in the ratio of 2:3 (By utilization of Revaluation Reserves)	0.62	0.45
*	(5,500)	10	*	*	Transfer ⁽ⁱ⁾	(0.04)	(0.03)
November 30, 2000	1,60,000	10	*	*	Further Allotment	1.12	0.82
October 10, 2001	65,860	10	10	Cash	Further Allotment	0.46	0.34
*	5,500	10	*	Cash	Acquisition of share by	0.04	0.03



					way of Transfer of shares ^(j)		
March 31, 2003	16,000	10	25	*	Further Allotment	0.11	0.08
August 14, 2004	80,000	10	*	*	Acquisition of share by way of Transfer of shares ^(k)	0.56	0.41
December 27, 2008	2,86,353	10	*	*	Acquisition of share by way of Transmissio n of shares ^(l)	2.01	1.47
January 20, 2009	14,91,98 4	10	-	Other than Cash	Bonus Issue in the ratio of 18:10	10.47	7.67
December 16, 2011	10,31,49 5	10	-	Other than Cash	Bonus Issue in the ratio of 4:9	7.24	5.30
Total (B)	33,52,359					23.52	17.23
Grand Total (A+B)	64,45,80 3					45.23	33.14

Note: None of the Shares has been pledged by our Promoters.

a) Details of sale of Shares by Mr. Kuldeep Gupta of 5 Equity Shares dated May 15, 1990

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	May 15, 1990	Mr. Kuldeep Gupta	5	Mrs. Savitri Gupta
		Total	5	

b) Details of Acquisition by Mr. Kuldeep Gupta by way of transfer of 5 Equity Shares dated *

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	*	Mrs. Savitri Gupta	5	Mr. Kuldeep Gupta
		Total	5	

c) Details of Acquisition by Mr. Kuldeep Gupta by way of transfer of 80,000 Equity Shares dated August 14, 2004

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	August 14, 2004	Performance Trading & investment Private Limited	20,000	Mr. Kuldeep Gupta
2.	August 14, 2004	Transpan Financial Service	36,000	Mr. Kuldeep Gupta



		Limited		
3.	August 14, 2004	Rahul Finlease Private Limited	4,000	Mr. Kuldeep Gupta
4.	August 14, 2004	Kuldeep Textiles Private Limited	20,000	Mr. Kuldeep Gupta
		Total	80,000	

d) Details of Acquisition by Mr. Kuldeep Gupta by way of transmission of 2,86,350 Equity Shares dated December 27, 2008

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	December 27, 2008	Mr. Raj Kumar Gupta	2,86,350	Mr. Kuldeep Gupta
		Total	2,86,350	

e) Details of sale of Shares by Mr. Kuldeep Gupta of 40 Equity Shares dated *

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	*	Mr. Kuldeep Gupta	10	Mr. Vinay Gupta
2.	*	Mr. Kuldeep Gupta	10	Mrs. Kanu Priya
3.	*	Mr. Kuldeep Gupta	10	Mrs. Poonam Gupta
4.	*	Mr. Kuldeep Gupta	10	Raj Kumar Gupta HUF
		Total	40	

f) Details of sale of Shares by Mr. Navdeep Gupta of 5 Equity Shares dated May 15, 1990

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	May 15, 1990	Mr. Navdeep Gupta	5	Mrs. Aruna Gupta
		Total	5	

g) Details of Acquisition by Mr. Navdeep Gupta by way of transfer of 5 Equity Shares dated *

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	*	Mrs. Aruna Gupta	5	Mr. Navdeep Gupta
		Total	5	

h) Details of Acquisition by Mr. Navdeep Gupta by way of transfer of 5,500 Equity Shares dated March 15, 1995

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	March 15, 1995	Mr. Sedu Ram	5,500	Mr. Navdeep Gupta
		Total	5,500	

i) Details of sale of Shares by Mr. Navdeep Gupta of 5,500 Equity Shares dated *

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	*	Mr. Navdeep Gupta	5,500	Mr. Sedu Ram



		Total	5,500	
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j) Details of Acquisition by Mr. Navdeep Gupta by way of transfer of 5,500 Equity Shares dated *

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	*	Mr. Sedu Ram	5,500	Mr. Navdeep Gupta
		Total	5,500	

k) Details of Acquisition by Mr. Navdeep Gupta by way of transfer of 80,000 Equity Shares dated August 14, 2004

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	August 14, 2004	Swetu Stones Private Limited	20,000	Mr. Navdeep Gupta
2.	August 14, 2004	Shree Gupieshwer Marketing Private Limited	20,000	Mr. Navdeep Gupta
3.	August 14, 2004	Chintpurni credit & Leasing Private Limited	20,000	Mr. Navdeep Gupta
4.	August 14, 2004	Garg Finvest Private Limited	20,000	Mr. Navdeep Gupta
		Total	80,000	

l) Details of Acquisition by Mr. Navdeep Gupta by way of transmission of 2,86,353 Equity Shares dated December 27, 2008

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	December 27, 2008	Mr. Raj Kumar Gupta	2,86,353	Mr. Navdeep Gupta
		Total	2,86,353	

13. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Mr. Kuldeep Gupta	30,93,444	2.01
2	Mr. Navdeep Gupta	33,52,359	2.07

14. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1	Mr. Kuldeep Gupta	30,93,444	21.71	30,93,444	15.90
2	Mr. Navdeep Gupta	33,52,359	23.52	33,52,359	17.23
	Sub Total (A)	64,45,803	45.23	64,45,803	33.14
	Promoter Group				
3	Mrs. Savitri Gupta	2,230,487	15.65	2,230,487	11.47
4	Mrs. Aruna Gupta	1,313,907	9.22	1,313,907	6.75



5	Mrs. Neelam Gupta	1,313,094	9.21	1,313,094	6.75
6	Kuldeep Gupta HUF	937,785	6.58	937,785	4.82
7	Navdeep Gupta HUF	937,785	6.58	937,785	4.82
8	Ms. Vrinda Gupta	100	0.00	100	0.00
9	Ms. Ayushi Gupta	100	0.00	100	0.00
10	Orchid Medicare Private Limited	541,956	3.80	541,956	2.79
11	Pacific Global Limited	357,934	2.51	357,934	1.84
12	Mrs. KanuPriya	14	0.00	14	0.00
13	Mrs. Poonam Gupta	14	0.00	14	0.00
14	Raj Kumar Gupta HUF	10	0.00	10	0.00
15	Mr. Ashwin Gupta	82,866	0.58	82,866	0.43
16	Mr. Varun Gupta	90,091	0.63	90,091	0.46
	Sub Total (B)	78,06,143	54.77	78,06,143	40.13
	Grand Total (A+B)	1,42,51,946	100.00	1,42,51,946	73.27

15. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Prospectus.

16. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Prospectus, our Promoters collectively hold 64,45,803 Equity Shares constituting 33.14% of the Post – Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters have given written consent to include 40,00,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.56% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked- in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
Mr. Kuldeep Gupta						
January 20, 2009	11,00,000	10	Nil	Bonus Issue	5.65%	3 years
December 16, 2011	9,00,000	10	Nil	Bonus Issue	4.63%	3 years
Mr. Navdeep Gupta						
January 20, 2009	10,00,000	10	Nil	Bonus Issue	5.14%	3 years
December 16, 2011	10,00,000	10	Nil	Bonus Issue	5.14%	3 years



Total	40,00,000		Nil		20.56%	
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*Assuming full subscription to the Issue.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as **"Promoter"** under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 1,02,51,946 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription **'non-transferable'** along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The



details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
 - b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
 - c) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
24. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
 25. As on the date of this Draft Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity shares.
 26. The LM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.
 27. As on the date of this Draft Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
 28. We have 16 (Sixteen) shareholders as on the date of filing of this Draft Prospectus.
 29. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
 30. Our Company has not raised any bridge loan against the proceeds of the Issue.
 31. As on the date of this Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.



32. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
33. An over-subscription to the extent of 1% 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 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
34. Allocation to all categories shall be made on a proportionate basis subject to valid applications 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 LM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
35. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
36. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
37. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
38. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
39. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
40. There are no Equity Shares against which depository receipts have been issued.
41. Other than the Equity Shares, there is no other class of securities issued by our Company.
42. There are no safety net arrangements for this public issue.
43. As per RBI regulations, OCBs are not allowed to participate in this issue.
44. Our Promoters and Promoter Group will not participate in this Issue.
45. This Issue is being made through Fixed Price Issue.
46. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
47. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
48. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
49. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

**OBJECTS OF THE ISSUE**

The Issue includes a fresh Issue of upto 52,00,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. To meet Working Capital requirements
2. General Corporate Purpose
3. To meet issue expenses

(Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE (NSE Emerge). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Incorporated in 1990, we are engaged in manufacturing of pharmaceutical formulations in various therapeutic segments such as anti-biotics, analgesics, cardio-vascular, nutritional drugs, gastrointestinal drugs, anti-diabetic, anti-fungal, corticosteroids, anti-coagulants etc. The formulations produced by us are in the form of tablets, capsules, dry & liquid small volume parenteral (injections), dry & oral liquid, eye drops, ointments & powders. We are also engaged in power generation business through windmills and solar energy.

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (Rs. in Lacs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

Requirement of Funds and Utilization of Net Proceeds

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

S. No	Particulars	Amt (Rs. in Lacs)
1.	To meet Working Capital requirements	[●]
2.	General Corporate Purpose	[●]
	Total	[●]

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

Means of Finance

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amt (Rs. in Lacs)
Net Issue Proceeds	[●]
Total	[●]



Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors 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 the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled **"Risk Factors"** beginning on page 24 of this Draft Prospectus.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. To Meet Working Capital Requirements

Our business is working capital intensive as the major capital is invested in trade receivables and inventories. The Company will meet the requirement to the extent of Rs. [●] from the Net Proceeds of the Issue and balance from internal accruals and borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

S. No.	Particulars	(Rs. In Lacs)		
		Actual (Restated)	Actual (Restated)	Estimated
		31-March-20	31-March-21	31-March-22
I	Current Assets			
	Inventories	1380.03	973.32	[●]
	Trade receivables	7176.70	4928.94	[●]
	Cash and cash equivalents	209.39	662.17	[●]
	Other Current Assets	1086.23	1278.62	[●]
	Total(A)	9852.35	7843.05	[●]
II	Current Liabilities			
	Trade payables	5109.32	3109.22	[●]
	Other Current Liabilities	1209.28	784.80	[●]
	Short Term Provisions	173.28	142.56	[●]
	Total (B)	7207.95	4036.58	[●]
III	Total Working Capital Gap (A-B)	2644.40	3806.47	[●]
IV	Funding Pattern			



	Short Term borrowings and Internal Accruals	2644.40	3806.47	[●]
	IPO Proceeds			[●]

Justification:

S. No.	Particulars
Inventories	We expect Inventories turnover days to be at [●] Days for F.Y. 2021-22 & [●] Days for F.Y. 2022-23 based on [●]
Debtors	We expect Debtors Holding days to be at [●] Days for F.Y. 2021-22 & [●] Days for F.Y. 2022-23 based on [●]
Creditors	We expect Creditors payments days to be [●] days for F.Y. 2021-22 & [●] Days for F.Y. 2022-23 due to [●]

2. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

3. Public Issue Expenses

The total estimated Issue Expenses are Rs. [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activities	(Rs .in Lakh)*	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Market Making Charges for first year of Listing	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Advertising and Marketing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Distribution, Postage, etc	[●]	[●]	[●]
Others (Fees Payable to Statutory Auditor, Fees to Legal Advisors, Marketing Expenses, Brokerage*, Processing Fees for Application and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

*Includes commission/Processing fees of Rs. [●] per valid application forms for SCSB"s. In case the total processing fees payable to SCSBs exceeds Rs. [●] lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed Rs. [●] lakh.

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:



(Rs. In Lakhs)		
S. No.	Particulars	Amount to be deployed and utilized in
		F.Y. 2021-22
1.	To meet Working Capital Requirements	[●]
2.	General Corporate Purpose	[●]
	Total	[●]

Funds Deployed and Source of Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lacs)
Issue Expenses	[●]
Total	[●]

Sources of Financing for the Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lacs)
Internal Accruals	[●]
Total	[●]

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.



Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

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 Promoters 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

There is no material existing or anticipated transactions with our Promoter, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

**BASIS FOR ISSUE PRICE**

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 24, 94 and 141 respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. [●] times of the face value.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- Wide and Diversified product mix
- Quality Assurance and Standards
- Experienced Promoters with strong management team having domain knowledge
- Experience to supply to majority of State Governments Authorities in India
- Proven track record of robust financial performance

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 94 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 141 of this Draft Prospectus.

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

1. Basic & Diluted Earnings per share (EPS) (Face value of Rs. 10 each):

As per the Restated Financial Statements:-

Sr. No	Period	Basic & Diluted (Rs.)	Weights
1.	FY 2018-19	5.20	1
2.	FY 2019-20	5.84	2
3.	FY 2020-21	4.82	3
	Weighted Average	5.22	6

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The face value of each Equity Share is Rs.10.00.
- Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]



Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-21	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]

Industry P/E Ratio*	(P/E) Ratio
Highest (Kwality Pharmaceuticals Ltd.)	52.00
Lowest (Albert David Limited)	15.16
Industry Average**	27.88

* Considering the nature of business of our company, the peers are not strictly comparable; however same have been included for broad comparison.

** For computing Industry Average, the peers as listed in the table 4 has only been considered.

Note:

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- P/E Ratio of the peer companies is based on the Annual report of the company for the F.Y. 2020-21 and stock exchange data dated September 28, 2021.

2. Return on Net worth (RoNW)*

Sr. No	Period	RONW (%)	Weights
1	F.Y. 2018-19	21.59%	1
2	F.Y. 2019-20	19.49%	2
3	F.Y. 2020-21	13.87%	3
	Weighted Average	17.03%	6

*Restated Profit after tax /Net Worth

**Not Annualized

Note:

- The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Networth as at the end of the year/period

3. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	Outstanding at the end of the year/period (Amt. in Rs.)
1.	As at March 31, 2021	34.77
2.	NAV per Equity Share after the Issue	[●]
3.	Issue Price	[●]

4. Comparison of Accounting Ratios with Industry Peers:

Name of Company	Current Market Price (Rs.)	Face Value (Rs.)	Basic EPS (Rs.)	PE	RoNW (%)	Book Value (Rs.)	Total Income (Rs. in crores)
Vivek Pharmachem (India) Limited	[●]	10	4.82	[●]	13.87%	34.77 ^(v)	149.52
Peer Group*							
Caplin Point	884.80	2	32.03	27.62	20.89%	159.08	1084.83



Laboratories Ltd.							
Kwality Pharmaceuticals Ltd.	759.25	10	14.60	52.00	25.31%	57.68	263.60
Bliss GVS Pharma Limited	111.00	1	6.64	16.72	8.93%	802.65	597.43
Albert David Limited	588.15	10	38.80	15.16	9.06%	428.20	264.63

*** Considering the nature of business of our company, the peers are not strictly comparable; however same have been included for broad comparison.*

Notes:

- Current Market Price (CMP) of equity share of peer group companies has been taken as the closing price as on September 28, 2021 at BSE Limited. For our Company, we have taken CMP as the issue price of equity share.*
- The EPS, NAV, RoNW and revenue from operations of the Company are taken as per Restated Financial Statement for the F.Y. 2020-21*
- The Figures of peer group companies as at March 31, 2021 (on Consolidated basis) has been taken from their Annual Report uploaded on the website of the Stock Exchange(s).*
- NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares.*
- P/E Ratio of peer group companies has been computed based on the closing market price of equity shares on September 28, 2021 at BSE Limited, as divided by the Basic EPS provided for F.Y. 2020-21.*
- RoNW has been computed as net profit after tax divided by closing net worth.*
- The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is [●] times the face value of equity share.*

The Issue Price of ₹ [●] will be determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "**Our Business**", "**Risk Factors**" and "**Restated Financial Statements**" on pages 94, 24 and 141 respectively of this Draft Prospectus to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.



STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Vivek Pharmachem (India) Limited,
A-1, Sethi Colony, Jaipur – 302004, Rajasthan, India

Dear Sirs,

Sub: Statement of Tax Benefits (“The Statement”) available to Vivek Pharmachem (India) Limited (“The Company”) and its shareholders under the Direct and Indirect Tax Laws in India.

We hereby report that the enclosed annexure prepared by the management of **Vivek Pharmachem (India) Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”) presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and 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 proposed initial public offering of Equity shares (“the Issue”) by the Company.

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

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

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. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For R Sogani & Associates
Chartered Accountants
FRN: 018755C

Sd/-
Bharat Sonkhiya
Partner
M. No.: 403023
UDIN: 21403023AAABJA9899
Date: September 28, 2021
Place: Jaipur



ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 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 Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

Notes:

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We 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

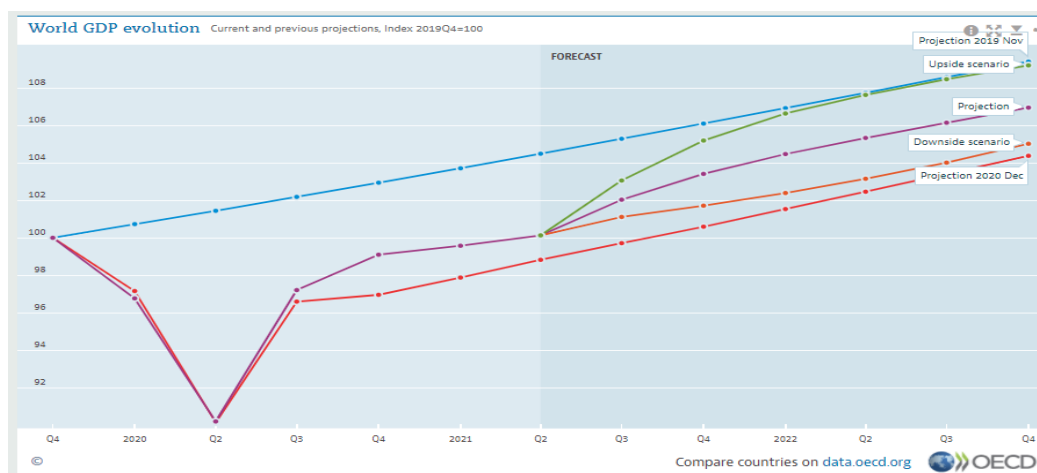
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but 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.

Global Scenario

Global economic growth is now expected to be 5.8% this year, a sharp upwards revision from the December 2020 Economic Outlook projection of 4.2% for 2021. The vaccines rollout in many of the advanced economies has been driving the improvement, as has the massive fiscal stimulus by the United States. World GDP growth is expected to be 4.4% next year but global income will still be some USD 3 trillion less by end 2022 than was expected before the crisis hit. USD 3 trillion is about the size of the entire French economy.

Differences in the strength of economic recovery across countries are being driven by the extent of government support to vulnerable workers and businesses, by a country's dependency on particular sectors such as tourism (Rebuilding tourism for the future), as well as by public health and vaccination policies. Trade is also playing a role. Consumers have been spending less on services and more on goods since the pandemic began. The pick-up in merchandise trade has benefitted countries heavily involved in supply chains, particularly pharmaceuticals, medical supplies and IT material.

Figure 1 World GDP



(Source: <https://www.oecd.org/economic-outlook/>)

Prospects for the world economy have brightened but this is no ordinary recovery. It is likely to remain uneven and dependent on the effectiveness of vaccination programmes and public health policies. Some countries are recovering much faster than others. Korea and the United States are reaching pre-pandemic per capita income levels after about 18 months. Much of Europe is expected to take nearly 3 years to recover. In Mexico and South Africa, it could take between 3 and 5 years.

(Source: <https://www.oecd.org/economic-outlook/>)

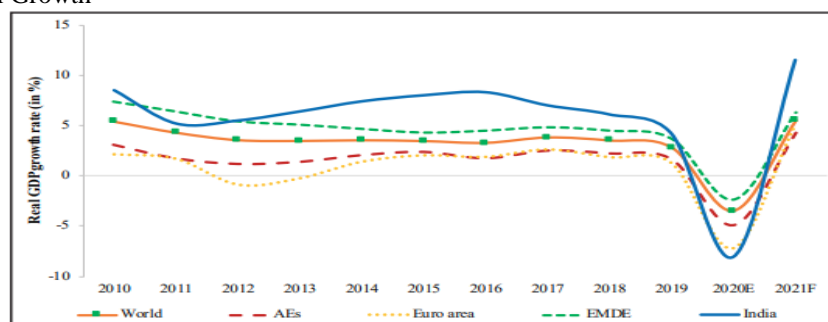
The global economy continues to rebound from the pandemic-induced recession in 2021, led by an increasing number of large economies. So far, consumer spending for goods has fueled much of the recovery in global economic growth. Importantly,

considerable monetary and fiscal policy supports enabled select economies to capitalize on the goods consumption-exports revival more than others.

Looking ahead a more balanced recovery that includes consumption of in-person services, capital investment, and greater exports from the rest-of-world instead of domination by high-tech and manufacturing hubs in Asia will replace the consumer demand driven rebound we have seen so far. This rotation is expected to produce global real GDP growth north of 5 percent year-on-year in 2021, and above-trend growth just below 4 percent year on year in 2022.

Real GDP growth for the US, Japan and the UK were revised down for 2021 whereas growth for the Euro Area was revised up, resulting in 5.1 percent growth for the mature economies in 2021. Growth performance among the emerging market economies in 2021 is somewhat more uneven with offsetting revisions including for China, Latin America, Russia and Southeast Europe (upward) and India, other developing Asian economies, and Middle East and North Africa (downward). (Source: <https://conference-board.org/topics/global-economic-outlook>)

Figure2 Trend in Global Growth

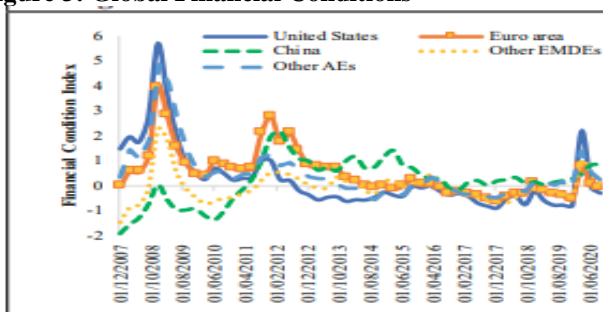


Source: IMF
Note: E is Estimate, F is Forecast

(Source: https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

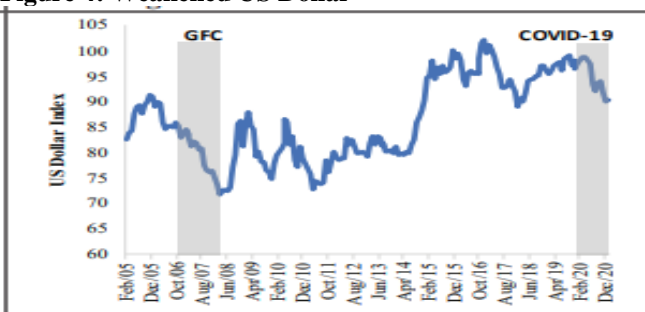
Global financial conditions have remained accommodative on the back of continued policy support via unprecedented swift interventions by Central banks. Despite subdued activity and a highly uncertain outlook, global equity markets have rebounded at a faster pace from the March lows, though with notable differentiation across countries, depending on the spread of the virus, the scope of policy support, and sectoral composition. Behind the broad rebound of risky assets, there are clear signs of differentiation across sectors. Some sectors (such as airlines, hotels, energy, and financials) have been more affected by the lockdown and social distancing, whereas those that are less contact-intensive (information technology, communications) have fared better. US dollar index has weakened by 7.4 per cent on year-to-date basis in comparison to most G-10 currencies with countries adopting various policies to alleviate downward pressure on their exchange rates.

Figure 3: Global Financial Conditions



Source: IMF
Note: Graph depicts Standard Deviation from mean of the Index – a lower value indicates accommodative stance

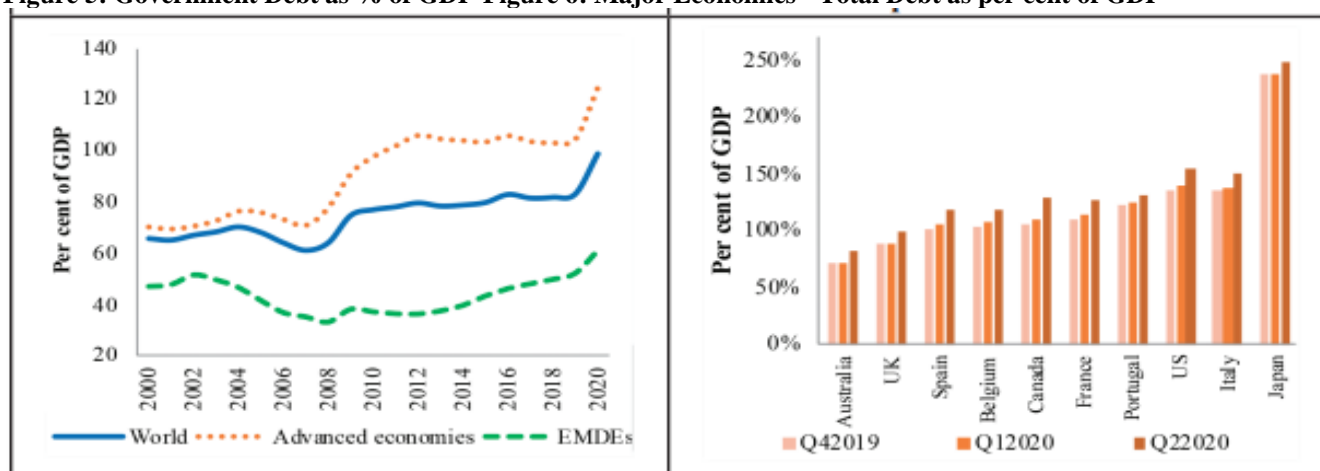
Figure 4: Weakened US Dollar



Source: Thomson Reuters
Note: US Dollar Index is a measure of the value of the USD against a weighted basket of currencies used by US trade partners

The pandemic has exacerbated the risks associated with a decade-long wave of global debt accumulation. Sizeable discretionary support, along with a sharp contraction in output and an ensuing fall in revenues has led to a surge in government debt and deficits. Debt burdens have increased as corporates faced a period of sharply reduced sales and sovereigns have financed large stimulus packages. Debt levels have reached historic highs, making the global economy particularly vulnerable to financial market stress. General government debt in major economies rose during Q2 2020. Debt is likely to rise further as governments finance the recovery by facilitating the transition of capital, labor, skills, and innovation to a post-pandemic economic environment.

Figure 5: Government Debt as % of GDP Figure 6: Major Economies - Total Debt as per cent of GDP



Source: World Bank, Data for 2020 is Estimates

Source: OECD

(Source: https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

Indian Economy Overview

The year 2020 was predominated by the COVID-19 pandemic, posing the most formidable economic challenge to India and to the world, since the Global Financial Crisis. Global economic output is estimated to fall by 4.4 per cent in 2020, the sharpest contraction in a century. COVID-19 put emergency brake on an economy that was gaining momentum at the start of the year 2020. India's GDP is estimated to grow by (-)7.7 per cent in FY2021, composed of a sharp 15.7 per cent decline in H1 and a modest (-)0.1 per cent fall in the second half. Inflation, mainly driven by food prices, remained above 6 per cent for much of the year, given supply disruptions. The softening of CPI inflation recently reflects easing of supply side constraints that affected food inflation.

The Indian economy, after subdued growth in 2019, had begun to regain momentum January 2020 onwards, only to be stalled by the once-in-a-century black swan COVID-19 outbreak. The economy witnessed a sharp contraction of 23.9 per cent in Q1: FY 2020-21 and 7.5 per cent in Q2: FY 2020-21 due to the stringent lockdown imposed during March-April, 2020. Since then, several high frequency indicators have demonstrated a V-shaped recovery. The fundamentals of the economy remain strong as gradual scaling back of lockdowns along with the astute support of Atmanirbhar Bharat Mission have placed the economy firmly on the path of revival.

As part of India's four-pillar strategy, calibrated fiscal and monetary support was provided attuned to the evolving economic situation, cushioning the vulnerable in the lockdown and boosting consumption and investment while unlocking. Long-pending structural reforms in agriculture, mining, labour, etc. were concurrently undertaken for the economy to return to the potential growth path, keeping super-hysteresis at bay. The estimated real GDP growth for FY 2022 at 11 per cent is the highest since independence.

(Source: https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

The recent COVID-19 pandemic has emphasised the importance of healthcare sector and its inter-linkages with other key sectors of the economy. The ongoing pandemic has showcased how a healthcare crisis can get transformed into an economic and social crisis. Healthcare policy must not become beholden to “saliency bias”, where policy overweighs a recent phenomenon.

To enable India to respond to pandemics, the health infrastructure must be agile. The National Health mission (NHM) has played a critical role in mitigating inequity as the access of the poorest to pre-natal and post-natal care as well as institutional deliveries has increased significantly. Therefore, in conjunction to with Ayushman Bharat, the emphasis on NHM should continue. An increase in public spend from 1 per cent to 2.5-3 per cent of GDP – as envisaged in the National Health Policy 2017 – can decrease the OOE from 65 per cent to 30 per cent of overall healthcare spend.

A sectoral regulator to undertake regulation and supervision of the healthcare sector must be considered given the market failures stemming from information asymmetry; WHO also highlights the growing importance of the same. The mitigation of information asymmetry would also help lower insurance premiums, enable the offering of better products and help increase the insurance penetration in the country. Information utilities that help mitigate the information asymmetry in healthcare sector can be very useful in enhancing overall welfare. Telemedicine needs to be harnessed to the fullest by investing in internet connectivity and health infrastructure.

(Source: https://www.indiabudget.gov.in/economicsurvey/doc/vol1chapter/echap05_vol1.pdf)

Economic Outlook

After growing at very high rates for years, India’s economy had already begun to slow down before the onset of the COVID-19 pandemic. Between FY17 and FY20, growth decelerated from 8.3 percent to 4.0 percent, with weaknesses in the financial sector compounded by a decline in the growth of private consumption.

The implementation of a national lockdown on March 24, 2020 (i.e. on the eve of the new FY21 fiscal year), brought economic activity to a halt, affecting both production and consumption. As a result, growth was negative in the first half of the fiscal year (April to September 2020) and only modestly positive in the second half. Over the entire FY21, India’s economy is estimated to have contracted by 8.5 percent.

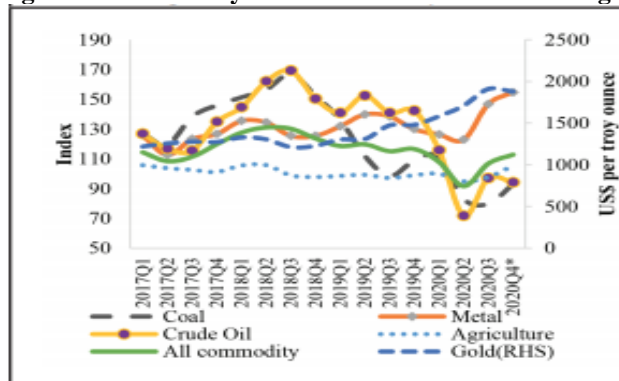
In response to the COVID-19 shock, the Government and the Reserve Bank of India took several monetary and fiscal policy measures to support vulnerable firms and households, expand service delivery (with increased spending on health and social protection) and cushion the impact of the crisis on the economy. Thanks in part to these proactive measures, the economy is expected to rebound - with a strong base effect materializing in FY22 - and growth is expected to stabilize at around 6-6.5 percent thereafter.

Figure 7: Projections of Real GDP for 2021-22



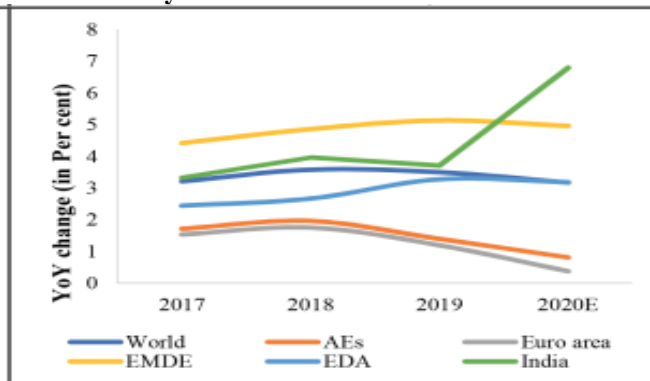
Source: NSO and Survey Calculations

(Source: <https://www.indiabudget.gov.in/economicsurvey/>)

Figure 8: Commodity Prices


Source: IMF

Note: * Data till November 2020

Figure 9: Inflation Dynamics


Source: WEO October 2020 database, IMF

(Source: https://www.indiabudget.gov.in/economicsurvey/doc/vol2chapter/echap01_vol2.pdf)

Against the backdrop of the collapse in world trade, India's merchandise exports and imports contracted by 7.3 per cent and 18.0 per cent, respectively, during 2020-21. A fall in prices, combined with a decline in volume by 3.5 per cent, pulled down exports. The stringent measures, which were imposed domestically to curb the spread of the pandemic disrupted export supply chains, especially in Q1:2020-21. Only pharmaceuticals, agricultural products and iron ore could withstand the onslaught of the pandemic. A revival gained strength in Q3, on the back of growth in non-oil exports (3.1 per cent).

(Source: <https://www.rbi.org.in/scripts/AnnualReportPublications.aspx?Id=1315>)

Pharmaceutical Industry:

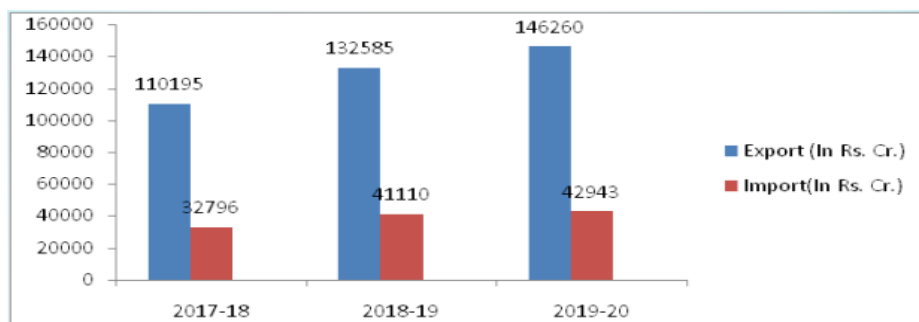
The Indian pharmaceutical industry is the world's 3rd largest by volume and 14th largest in terms of value. Total Annual Turnover of Pharmaceuticals was Rs. 2,89,998 crores for the year 2019-2020. Total pharmaceutical exports and import were to the tune of Rs. 1,46,260 crores and Rs. 42,943 crores respectively in the year 2019-20.

Major Segments of Pharmaceutical Industry are: Generic drugs, OTC Medicines and API/Bulk Drugs, Vaccines, Contract Research & Manufacturing, Biosimilars & Biologics. India has the second-highest number of US FDA approved plants outside the US. India is a global leader in the supply of DPT, BCG, and Measles vaccines. India accounts for 60 percent of global vaccine production, contributing 40 to 70 percent of the WHO demand for Diphtheria, Tetanus and Pertussis (DPT) and Bacillus Calmette–Guérin (BCG) vaccines, and 90 percent of the WHO demand for the measles vaccine. India is the largest provider of generic drugs globally.

Access to affordable HIV treatment from India is one of the greatest success stories in medicine. India is one of the biggest suppliers of low-cost vaccines in the world. Because of the low price and high quality, Indian medicines are preferred worldwide, thereby rightly making the country the "Pharmacy of the World".

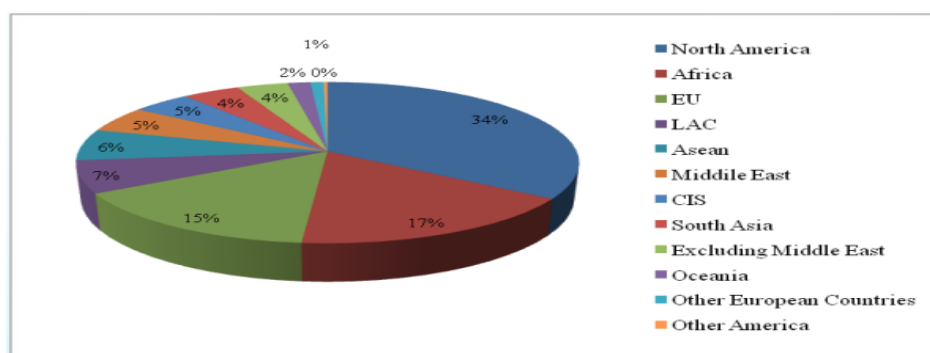
Pharma sector currently contributes to around 1.72% of the country's GDP. India's pharmaceutical sector forms a major component of the country's foreign trade, with attractive avenues and opportunities for investors. India supplies affordable and low-cost generic drugs to millions of people across the globe and operates a significant number of United States Food and Drug Administration (USFDA) and World Health Organization (WHO) Good Manufacturing Practices (GMP)-compliant plants. India has occupied a premier position among pharmaceutical manufacturing countries of the world. India is 3rd largest market for APIs globally, 8% share in Global API Industry, 500+ different APIs are manufactured in India and it contributes 57% of APIs to prequalified list of the WHO.

Figure 11: Trade in Pharmaceuticals



(Source: DGCIS Kolkata)

Figure 12: Region wise India's Pharma exports FY 2019-20

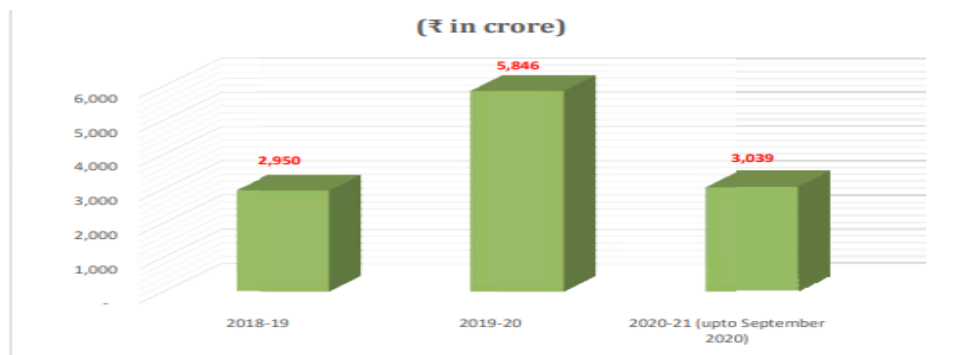


(Source: Pharmaceuticals Export Promotion Council of India)

Foreign Direct Investment (FDI) in Pharmaceutical Sector:

Pharmaceutical is one of the top ten attractive sectors for foreign investment in India. 100% foreign investment is allowed under automatic route in Medical Devices. Foreign investments in pharmaceutical greenfield projects are allowed upto 100% under the automatic route and for brownfield pharmaceutical projects, foreign investment beyond 74% to upto 100% Government approval is required.

Figure 13: FDI inflows in Pharmaceutical sector, which includes both pharmaceuticals and medical devices



(Source: Compiled from DPIIT's website)



National Pharmaceutical Pricing Policy 2012:

The Department of Pharmaceuticals notified the National Pharmaceutical Pricing Policy-2012 (NPPP-2012) on 07.12.2012 with the objective to put in place a regulatory framework for pricing of drugs to ensure availability of required medicines - “essential medicines” - at reasonable prices, while providing sufficient opportunity for innovation and competition to support the growth of industry, thereby meeting the goals of employment and shared economic well-being for all.

The Government is now contemplating to introduce a new National Pharmaceutical Policy with the following objectives:

- Making essential drugs accessible at affordable prices to the common masses;
- Providing a longer-term stable policy environment for the pharmaceutical sector;
- Making India sufficiently self-reliant in end-to-end indigenous drug manufacturing;
- Ensuring world class quality of drugs for domestic consumption & exports;
- Creating an environment for R & D to produce innovator drugs;
- Ensuring growth and development of the Indian Pharma Industry.

Programmatic Intervention-Scheme for Development of Pharmaceutical Industry:

Umbrella Scheme - Development of Pharmaceutical Industry: The Department has an Umbrella Scheme namely ‘Scheme for Development of Pharmaceutical Industry’. Its objective is to increase efficiency and competitiveness of domestic pharmaceutical industry so as to enable them to play a lead role in the global market and to ensure accessibility and availability of quality pharmaceuticals for mass consumption.

This Scheme is a Central Sector Scheme and comprises the following seven sub-schemes:

- a. Production Linked Incentive (PLI) Scheme for promotion of domestic manufacturing of critical Key Starting Materials (KSMs)/Drug Intermediates (DIs)/ Active Pharmaceutical Ingredients (APIs) in India
- b. Production Linked Incentive (PLI) Scheme for Promoting Domestic Manufacturing of Medical Devices
- c. Promotion of Bulk Drug Parks
- d. Promotion of Medical Device Parks
- e. Pharmaceutical Technology Upgradation Assistance Scheme (PTUAS)
- f. Assistance to Pharmaceutical Industry for Common Facilities (API-CF)
- g. Pharmaceutical Promotion and Development Scheme (PPDS) The Guidelines for implementation of the Sub-Schemes are available on the Department’s website at <https://pharmaceuticals.gov.in/schemes>.

(Source: <https://pharmaceuticals.gov.in/sites/default/files/english%20Annual%20Report%202020-21.pdf>)

India has the highest number of US-FDA compliant Pharma plants outside of USA and is home to more than 3,000 pharma companies with a strong network of over 10,500 manufacturing facilities. The pharmaceutical industry in India offers 60,000 generic brands across 60 therapeutic categories. The API industry is the third world's largest, and it has 57% of APIs on the WHO.

- Incentives worth INR 21,940 Crore (~\$3 Mn) are approved for the Indian pharmaceuticals market.
- Expected to reach \$65 bn by 2024, and ~\$120-130 bn by 2030
- Pharmaceutical industry growth rate 10-12%
- Cost of manufacturing ~ 33% lower than western markets
- 18.7% year on year export growth
- India exports \$ 40 K worth of pharmaceuticals every minute



- 100% Foreign Direct Investment (FDI) in the Pharmaceutical sector is allowed under the automatic route for greenfield pharmaceuticals.
- 100% FDI in the pharmaceutical sector is allowed in brownfield pharmaceuticals; wherein 74% is allowed under the automatic route and thereafter through the government approval route.

ROAD AHEAD

The pharmaceutical industry in India is expected to reach \$65 bn by 2024 and to \$120 bn by 2030.

The pharmaceutical industry in India is currently valued at \$41.7 bn. Generic drugs, with 71% market share, form the largest segment of the Pharmaceutical industry in India. This is set to grow as exports of generics to the US rise, as branded drugs worth \$55 bn will become off-patent during 2017-2019.

As per the domestic market share in the pharmaceutical industry by revenue, Anti-Infectives (13.6%), Cardiac (12.4%), and Gastrointestinal (11.5%) had the biggest market share. Under the Production Linked Incentive (PLI) Scheme for Promotion of Domestic Manufacturing of critical Key Starting Materials (KSMs)/ Drug Intermediates and Active Pharmaceutical Ingredients (APIs), 47 applications with committed investments of INR 5366.35 crore have been approved. Export of Drugs and Pharmaceuticals was valued at \$2001.78 bn in August 2021 with a positive growth of 1.21% over exports of \$1977.76 bn in August 2020.

(Source: <https://www.investindia.gov.in/sector/pharmaceuticals>)



OUR BUSINESS

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

All financial information included herein is based on our “Financial information of the Company” included on page 141 of this Draft Prospectus.

Incorporated in 1990, we are engaged in manufacturing of pharmaceutical formulations in various therapeutic segments such as anti-biotics, analgesics, cardio-vascular, nutritional drugs, gastrointestinal drugs, anti-diabetic, anti-fungal, corticosteroids, anti-coagulants etc. The formulations produced by us are in the form of tablets, capsules, dry & liquid small volume parenteral (injections), dry & oral liquid, eye drops, ointments & powders. We are also engaged in power generation business through windmills and solar energy. In F.Y. 2020-21, our revenue from pharmaceutical business and power business constituted 92.04% and 7.96% respectively of our revenue from operations.

We carry the manufacturing operations through our two units situated in the district of Jaipur and Jammu. We have licence to manufacture over 480 pharmaceutical products in the Jammu unit and over 400 pharmaceutical products in the Jaipur unit from respective Drug Control State Authorities. Our manufacturing facilities have fully equipped quality control department with experienced and qualified staff to facilitate smooth manufacturing process. Both of our plants have in-house testing laboratory consisting of the chemical laboratory, instrument laboratory and microbiology with sterility testing facility. Such in-house infrastructure ensure that we are able to test our raw materials and finished products to match the quality standards as specified by the various pharmacopeia’s (IP, BP, USP). We manufacture pharmaceutical formulations as per the clients’ specifications and quantitative requirement. Both our plants are WHO-GMP and GLP Certified. We have received Good Manufacturing Practices (GMP) Certificate (as per Schedule-M of Drugs & Cosmetics Act and WHO) and Good Laboratory Practice (GLP) Certificate (as per Schedule-L1 of Drugs & Cosmetics Act) for our Jaipur and Jammu unit from the Drug Control Organization, Rajasthan and the Drug & Food Control Organization, J&K respectively. All the products are being manufactured strictly as per GMP norms using the expertise of qualified, dedicated and competent professionals to provide quality output to our customers at competitive prices.

Our major customers include State Government undertakings spread throughout India such as Kerala, Rajasthan, Tamil Nadu, Odisha, Uttar Pradesh, Assam, Bihar, Chhattisgarh etc. For instance, in F.Y. 2020-21, we supplied the pharmaceutical formulations, through tender participation, to various Government institutions such as Kerala Medical Services Corporation Limited, Rajasthan Medical Services Corporation Limited, Tamil Nadu Medical Services Corp. Ltd., Odisha State Medical Corporation Limited, Uttar Pradesh Medical Supplies Corporation Limited, National Health Mission Assam, Bihar Medical Services & Infrastructure Corporation, Chhattisgarh Medical Services Corporation Limited etc. Apart from sale to Government Institutions, we also carry contract manufacturing for reputed pharmaceutical Companies. In F.Y. 2020-21, our revenue from sale of pharmaceutical products to Government Institutions (direct supply) and Contract Manufacturing were 76.8% and 8.4% respectively of our total revenue from operations for the said year.

As on date of Draft Prospectus, our Company has ten wind power projects with total capacity of over 15 MW and one solar power plant of 1MW, located in the state of Rajasthan, Gujarat, Karnataka, Tamil Nadu and Madhya Pradesh. Our company has entered into agreements with various government entities for exclusive sale of power, which is generated from the wind turbine generators and solar plant. Our Company has outsourced all operations and maintenance activities relating to wind turbines to third parties. In addition to it, we also have a 280 KW Solar power plant installed at the rooftop of the Jaipur Manufacturing unit.

In the last decade, our Company has grown multi-folds under the leadership and guidance of our Promoters, Mr. Kuldeep Gupta, and Mr. Navdeep Gupta, who have combined experience of over 60 years in the field of pharmaceuticals. Further, Mr. Kuldeep Gupta is a certified technically qualified person for manufacturing tablets, injections and oral liquid from the



Drug Control Organization, Rajasthan under Drug and Cosmetic Rules, 1945. Their expertise and experience have been instrumental in the growth of our business.

As per the restated financial statements for fiscal 2021, 2020 and 2019, the total revenue of our Company stood at Rs. 14,951.86 lakhs, Rs. 21,130.21 lakhs and Rs. 13,471.83 lakhs respectively. Further, our PAT for the fiscal 2021, 2020 and 2019 stood at Rs. 687.52 lakhs, Rs. 831.71 lakhs and Rs. 741.71 lakhs respectively.

OUR COMPETITIVE STRENGTHS

a) Wide and Diversified product mix

Our Company manufactures tablets, capsules, dry & liquid small volume parenteral (injections), dry & oral liquid, eye drops, ointments & powders. We have licence to manufacture over 480 pharmaceutical products in the Jammu unit and over 400 pharmaceutical products in the Jaipur unit from respective Drug Control State Authorities. We believe that our ability to cater a wider customer base on account of our diversified product offering has enabled us to provide customization options to our valued customers. To further strengthen our product mix, we have made efforts to focus on niche sectors for providing new products such as small volume parentals and anti-coagulants. We believe that our ability to provide a mix of high-value niche products along with being active in the volume segments, has helped in balancing our revenues. Further, we believe that we have necessary resources, experience, and network that can be customized and leveraged to produce even wider range of products at a later stage. With an operating history of more than three decades, we are primarily known for our range of formulations at a competitive price.

b) Quality Assurance and Standards

Quality Control and Quality Assurance are integral part of our manufacturing operations. We believe that quality is an ongoing process of building and sustaining relationships. Both our plants are WHO-GMP and GLP Certified. We have received Good Manufacturing Practices (GMP) Certificate (as per Schedule-M of Drugs & Cosmetics Act and WHO) and Good Laboratory Practice (GLP) Certificate (as per Schedule-L1 of Drugs & Cosmetics Act) for our Jaipur and Jammu unit from the Drug Control Organization, Rajasthan and the Drug & Food Control Organization, J&K respectively. Further, to assure the quality standards, all the in-coming raw materials & packing materials are sampled and tested prior to use. Finished products are completely tested and released for sale only after the Quality Control department issues the QC release certificates. Over and above there are constant checks by way of in-process controls. Both of our plants have in-house testing laboratory consisting of the chemical laboratory, instrument laboratory and microbiology with sterility testing facility. All the above are equipped with the latest & most advanced testing apparatus like High Performance Liquid Chromatograph (HPLC), Gas Chromatograph (GC) & Ultra-Violet Spectrophotometers and other instruments for the analysis & quality assurance. Our commitment of providing quality products is boasted by our industry knowledge expertise of our experienced and trained team to provide quality output to our customers.

c) Experienced Promoters with strong management team having domain knowledge

We have an experienced management team led by our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta who have cumulatively over 60 years of experience in the pharmaceutical industry, and we benefit immensely from their expertise. Both of our promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta have been actively involved in the day-to-day management of our Company wherein Mr. Kuldeep Gupta is primarily responsible for business planning & development, sales & marketing and supervising business operations and Mr. Navdeep Gupta looks after the finance, administration, human resource and purchase operations. Our industry is primarily in a domain of a perfect competition. The experience and relationships that our senior management team and other Key Managerial Personnel of our Company have enabled us to extend our operating capabilities, improved the technical quality of our products and facilitated our growth.

d) Experience to supply to majority of State Governments Authorities in India

In the last decade, we have supplied goods to majority of State Governments of India either directly or through the third parties. In F.Y. 2020-21, we supplied goods to various State Governments such as Kerala, Rajasthan, Tamil Nadu, Odisha, Uttar Pradesh, Assam, Bihar, Chhattisgarh and Maharashtra. With the increasing penetration of free medication schemes of the State as well as Central Government such as the Pradhan Mantri Bhartiya Janaushadhi Pariyojana, Rajasthan Mukhyamantri Nishulk Dava Yojana (Rajasthan Government) etc., we believe that the expenditure on healthcare and



medicines in India is expected to rise. Since we are primarily a Government supplier with decades of experience in supplying to State Governments, we believe that we are well-positioned to leverage on such schemes.

e) Proven track record of robust financial performance

Our focus on functional and operational excellence has contributed to our track record of robust financial performance. In the Fiscal 2021, Fiscal 2020 and Fiscal 2019, we generated total revenue of Rs. 14,951.86 lakhs, Rs. 21,130.21 lakhs and Rs. 13,471.83 lakhs respectively, EBITDA of Rs. 1,791.09 lakhs, Rs. 2,460.78 lakhs and Rs. 2,040.50 lakhs respectively and net profit after tax of Rs. 687.52 lakhs, Rs. 831.71 lakhs and Rs. 741.71 lakhs respectively. We have reported Return on Net Worth of 13.87%, 19.49% and 21.59% for the Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively. Our steady operating cash flows enable us to meet the present and future needs of our customers while our strong financial performance instill confidence in us.

OUR BUSINESS STRATEGIES

a) Broaden and Deepen presence in product portfolio

We intend to continue in our endeavor to consolidate our position in key therapeutic areas such as antibiotics, analgesics and also identify new products towards treatment for chronic diseases such as cardiovascular, anti-diabetic and anti-depressants which are currently on the rise. We intend to increase our product range further in the existing facilities and thus cater to more therapeutic segments and enhance our reach to the customers. Our company believes that expanding our scope by manufacturing more formulations will enable us to utilize our capacities, manpower and other resources better.

b) Enhance customer base by entering new geographies

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the reach of our products in different parts of the country. We propose to enter into new geographies and increase our marketing and sales team which can focus on different regions and also maintain and establish relationship with customers. Enhancing our presence in additional regions will enable us to reach out to larger population. Further our company believes in maintaining long term relationships with our customers in terms of increased sales. We aim to achieve this by adding value to our customers through quality assurance and timely delivery of our products while maintaining our pricing competitiveness.

c) Continue to strive for cost efficiency

We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and higher sales. Which allows us to reduce our fixed cost per unit and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

d) Retain and attract the best talent and develop a performance focused culture

Our employees are critical to our business. We believe that the key to our success will be our ability to continue to maintain and grow a team of talented and experienced professionals. We intend to place special emphasis on attracting, training, and retaining our employees. We also internally assess our employees to periodically identify competency gaps and use development inputs (such as training and job rotation) to address these gaps. We intend to continuously enhance our employees' skills and productivity and will continue to help our employees develop understanding of our customer-oriented corporate culture and service quality standards to enable them to continue to meet our customers' changing needs and preferences. We will continue to regularly review and update our employee compensation plans and bonuses based on their individual performance so that our employees are suitably incentivized.

e) Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous quality review of products and



timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with customers.

OUR PRODUCT PORTFOLIO

We are engaged in manufacturing of pharmaceutical formulations in the form of tablets, capsules, dry & liquid injectables, dry & oral liquid & powders in various therapeutic segments such as Antibiotics, Analgesics, Cardio-Vascular, Nutritional Drugs Gastrointestinal, Anti-diabetic, Anti-fungal, Corticosteroids, Anticoagulants, Anthelmintic, Solvents etc.

Our major products (segment-wise):-

(i) Antibiotics

Medications that destroy or slow down the growth of bacteria. Our extensive antibiotic portfolio includes therapeutic classes such as penicillin, cephalosporin, tetracyclines, aminoglycosides, quinolones, and macrolides. Below are some of the major products in this segment:

- **Doxycycline** is a broad-spectrum tetracycline-class antibiotic used in the treatment of infections caused by bacteria and certain parasites. It has been extensively used as the primary line of treatment in Covid Patients.
- **Azithromycin** which comes both as a tablet as well as a suspension, is used to treat many different types of infections caused by bacteria such as respiratory infections, skin infections. It has extensively been used in the first line treatment of the Covid Patients.
- **Meropenem** a broad-spectrum antibiotic used to treat bacterial infections such as meningitis, intra-abdominal infection, pneumonia, sepsis, and anthrax & is directly injected into the vein.
- **Imipenem & Cilastatin** broad-spectrum beta-lactam antibiotics primarily used in the treatment of gynecologic infections, bacterial sepsis, bone and joint infections, skin and skin structure infections, endocarditis and polymicrobial infections.
- **Piperacillin and Tazobactam** belonging to a class of medications called penicillin antibiotics, is used to treat many different infections caused by bacteria, such as stomach infections, skin infections, pneumonia, and severe uterine infections.
- **Cefotaxime** a third-generation cephalosporin antibiotic used to treat many kinds of bacterial infections, including severe or life-threatening forms. Also, used to prevent infections in people having surgery
- **Ceftriaxone** a third-generation cephalosporin antibiotic generally used to treat organisms that tend to be resistant to other antibiotics.

(ii) Analgesics

Analgesics are group of drugs that are used to achieve relief from pain. Our analgesics portfolio includes Paracetamol, Diclofenac, Ibuprofen, Meloxicam along with various other drugs. Below is the description of some of the key products in this classification

- **Ibuprofen & Paracetamol Tablets** used for short-term management of pain and fever, are one of the most commonly available OTC medicine in the Indian Markets.
- **Diclofenac Gel & Tablets** belonging to a class of analgesics known as NSAID, are mostly used to treat pain caused osteoarthritis in certain joints such as those of the knees, ankles, feet, elbows, wrists, and hands
- **Nepafenac Eye Drops** used to treat pain & inflammations associated with cataract surgery.



(iii) Cardio-Vascular

Cardio-Vascular are group of drugs that are used to treat medical conditions associated with the heart or the circulatory system. Below are the key products in this area

- **Losartan Tablets**, mostly used to treat hypertension and works by keeping blood vessels from narrowing, which lowers blood pressure and improves blood flow.
- **Atenolol Tablets** belonging to a group of drugs also known as Beta Blockers, are primarily used to treat chest pain and improve survival after a heart attack.
- **Atorvastatin Tablets**, a statin medication used to lower "bad" cholesterol and fats and raise "good" cholesterol in the blood.

(iv) Nutritional Drugs

Nutritional drugs include medicines, which either supplement the nutrition or provide part or all of the daily nutritional requirements to sustain good health. Below are the key products in our nutritional drugs portfolio:

- **Iron & Folic Acid Tablets & Syrup**, an iron supplement used to treat or prevent low blood levels of iron and recommended for prevention and treatment of anemia across the life cycle.
- **Iron Sucrose Injection** injected intravenously to people with chronic kidney disease and works by replenishing iron stores in the body so that it can produce more red blood cells.
- **B-Complex Tablets**, a multivitamin and multi-mineral product used to treat or prevent vitamin deficiency due to poor diet, certain illnesses, or during pregnancy.

(v) Gastrointestinal Drugs

Gastrointestinal drugs are those medications that relieve discomfort related to stomach and intestines. Set forth below is a brief description of our key-products in gastrointestinal drugs.

- **Ranitidine**, belonging to a group of medicines that are known as H₂-Blockers, reduces the amount of acid that the stomach produces and thereby, treating and preventing ulcers in stomach and intestines.
- **Pantoprazole**, a proton pump inhibitor that decreases the amount of acid produced in the stomach.
- **Omeprazole**, another type of proton pump inhibitor that decreases the amount of acid produced in the stomach and used to prevent upper gastrointestinal bleeding in people who are at high risk.
- **Aluminum Hydroxide Magnesium Trisilicate** a type of chewable tablet and used to relieve the symptoms of indigestion, heartburn, or gastroesophageal reflux disorder (GERD)

(vi) Anti-diabetic Drugs

Anti-diabetic drugs are used to stabilize and control blood glucose levels amongst people with diabetes.

- **Metformin** is the first line of medication that is prescribed for the treatment of Type-2 Diabetes.
- **Glimepiride** is a medication used to treat diabetes mellitus type 2. Although, less preferred than metformin



(vii) Anti-fungal drugs

Anti-fungal drugs are used to treat fungal infections of the skin, scalp, and nails. They function by inhibiting the growth or by killing the micro-organisms. Set forth below is a brief description of key-products in this category:

- **Clotrimazole Cream**, an antifungal cream and is used to treat oral thrush, diaper rash, pityriasis versicolor, and types of ringworm including athlete's foot and jock itch.
- **Miconazole Nitrate Cream** primarily used to treat vaginal yeast infections. Miconazole reduces vaginal burning, itching, and discharge that may occur with this condition.

(viii) Corticosteroids –

Corticosteroids are a class of drug that lowers inflammation in the body and also reduces immune system activity. Our key product in this segment are as follows:

- **Methylprednisolone** is used to treat conditions such as arthritis, blood disorders, severe allergic reactions, and immune system disorders. Another drug that is primarily used in Covid treatment to reduce the immune system response of the body.
- **Hydrocortisone** is the pharmacopeial name for the hormone cortisol. It is generally used for conditions such as adrenocortical insufficiency, adrenogenital syndrome, high blood calcium, thyroiditis, rheumatoid arthritis, dermatitis, asthma, and COPD.

(ix) Anticoagulants

Anticoagulants are medicines that help prevent blood clots. They are given to people at a high risk of getting clots, to reduce their chances of developing serious conditions such as strokes and heart attacks.

Heparin Sodium Injection is used to decrease the clotting ability of the blood and help prevent harmful clots from forming in blood vessels.

(x) Anthelmintic drugs

Anthelmintics or anthelminthics are a group of antiparasitic drugs that expel parasitic worms and other internal parasites from the body. Set forth below is a brief description of our key products:

- **Levamisole** is a medication used to treat parasitic worm infections, specifically ascariasis and hookworm infections.
- **Albendazole** is a medicine used to treat infections caused by dog tapeworm and pork tapeworm. It is useful for giardiasis, trichiniasis, filariasis, neurocysticercosis, hydatid disease, pinworm disease, and ascariasis, among other diseases.

(xi) Solvents

Our key product in this segment includes

- **Water for Injection** which is distilled water in a single dose container for intravenous administration after addition of a suitable solute
- **Sodium Chloride Injection** which is a sterile, nonpyrogenic solution for fluid and electrolyte replenishment in single dose containers for intravenous administration.



MAJOR PLANT & MACHINERY AND CAPACITY UTILIZATION

We have two manufacturing plants located at (i) Opp. Police Check, NH-8, Chimanpura, Amer, Jaipur and (ii) EPIP, Bari-Brahamana, Jammu (J&K).

JAIPUR UNIT

Our Jaipur unit is fully equipped to produce the below mentioned categories of drug formulation:-

- Tablets (Beta-Lactum and General)
- Capsules (Beta-Lactum and General)
- Oral Liquid Syrups
- Dry Syrups (Beta-Lactum)
- Injection Dry Powder (Beta-Lactum)
- Small volume liquid Parenterals (Vials & Ampoules)
- Ophthalmic solution
- Powders

Machineries installed in the Jaipur unit includes Automatic Capsule filling machine, ampoule filling & sealing machine, ampoule Washing Machine, blistering packing machine, capsule polishing machine, cone blender machine, double door steam sterilizer, dry heat sterilizer, oral liquid filling machine, ophthalmic filling and sealing machine, rapid mixer granulator, fluid bed drier, sterile liquid filling machine, strip packing machine, vial washing machines etc.

CAPACITY UTILIZATION

(in Nos.)

Drug Formulation	Total Capacity (p.a.)	2018-19		2019-20		2020-21	
		Prod. Qty.	%	Prod. Qty	%	Prod. Qty	%
Tablets (Beta-Lactum and General)	1,00,00,00,000	57,08,02,706	57.08%	72,98,27,680	72.98%	47,32,96,988	47.33%
Small Volume Parenterals(Dry & Liquid)	5,00,00,000	2,26,73,102	45.35%	3,99,18,066	79.84%	3,15,47,164	63.09%
Capsules (Beta-Lactum and General)	20,00,00,000	7,71,58,900	38.58%	13,02,50,900	65.13%	4,39,71,500	21.99%
Dry Syrups and Oral Liquid	2,00,00,000	1,31,26,251	65.63%	1,23,01,988	61.51%	83,60,695	41.80%
Eye Drops	30,00,000	45,450	1.52%	-	0.00%	-	0.00%
Powder	30,00,000	1,28,936	4.30%	-	0.00%	22,113	0.74%

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary. For details, please refer to Chapter titled “Risk factors” page 24 of this Draft Prospectus.

J&K UNIT

Our Jammu unit is fully equipped to produce the below mentioned categories of drug formulation:-



- Tablets (Beta-Lactum and General)
- Capsules (Beta-Lactum and General)
- Dry Syrups (Beta-Lactum)
- Small volume dry Parenterals (Beta-Lactum)
- Ophthalmic solution
- Powders
- External Preparation (Ointments)

Machineries installed in the Jammu unit includes Automatic capsule filling machine, Beta-Lactum powder filling machine, capsule blending, filling and sorting machine, double head capsule filling and sealing machine, dry heat sterilizers, eight head filling sealing machine for injectable preparation, fluid bed driers, vial washing machine, powder filling machine, washing machine for injectable, ointment manufacturing, filling and sealing machine, plc panel for sterilization tunnel, rapid mixer granulator, steam sterilizer, strip packing machine, tablet inspection machine etc.

CAPACITY UTILIZATION

(in Nos.)

Drug Formulation	Total Capacity (p.a.)	2018-19		2019-20		2020-21	
		Prod. Qty.	%	Prod. Qty	%	Prod. Qty	%
Tablets	1,00,00,00,000	86,20,23,999	86.20%	73,38,84,538	73.39%	35,72,33,151	35.72%
Ointment	2,00,00,000	96,99,606	48.50%	1,24,66,370	62.33%	1,12,44,423	56.22%
Small Volume Parenteral (Injections) (Dry & Liquid)	5,00,00,000	2,80,35,746	56.07%	1,79,05,353	35.81%	1,67,11,063	33.42%
Eye Drops	60,00,000	14,97,843	24.96%	18,98,777	31.65%	13,64,166	22.74%
Dry Syrup	30,00,000	1,21,809	4.06%	1,14,112	3.80%	1,08,576	3.62%
Powder	30,00,000	44,180	1.47%	1,07,364	3.58%	28,458	0.95%
Capsules	6,00,00,000	-	-	-	-	-	-

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary. For details, please refer to Chapter titled “Risk factors” page 24 of this Draft Prospectus.

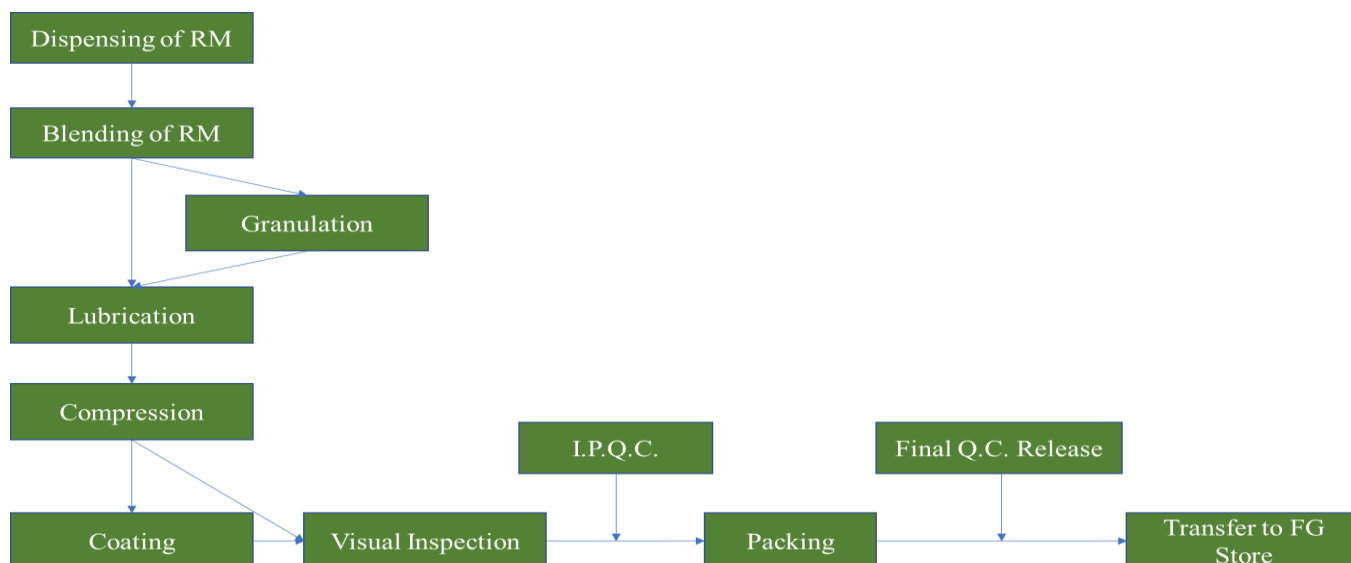
MANUFACTURING PROCESS

The manufacturing process of formulation differ from product to product i.e., between Tablets, Capsules, Injections, Syrups. However, it typically involves a fixed series of steps under controlled conditions of temperature, relative humidity, and specific conditions to manufacture the finished products. Each formulation is manufactured as per the procedure laid down by the Master formula. The Master formula is made by the Quality Assurance department after considering the composition and the stability of the product. At our both the manufacturing units we have allocated separate areas to each category of the product.

The manufacturing process of our major forms of drug formulations are mentioned below:-

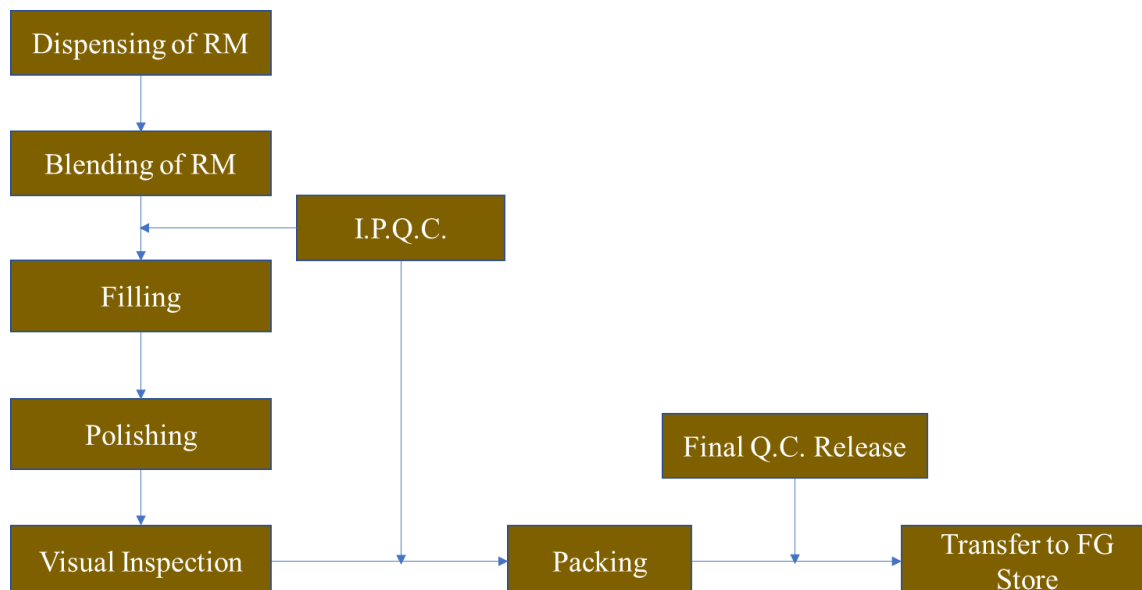
Tablets

Tablets are one of the most popular dosage forms in use today. The tablets are made by either wet granulation, dry granulation, or direct compression method. The need for coating as well the type of coating is dependent on the product. Sugar coating, film coating, and enteric coating are some of the common coatings done on tablets.



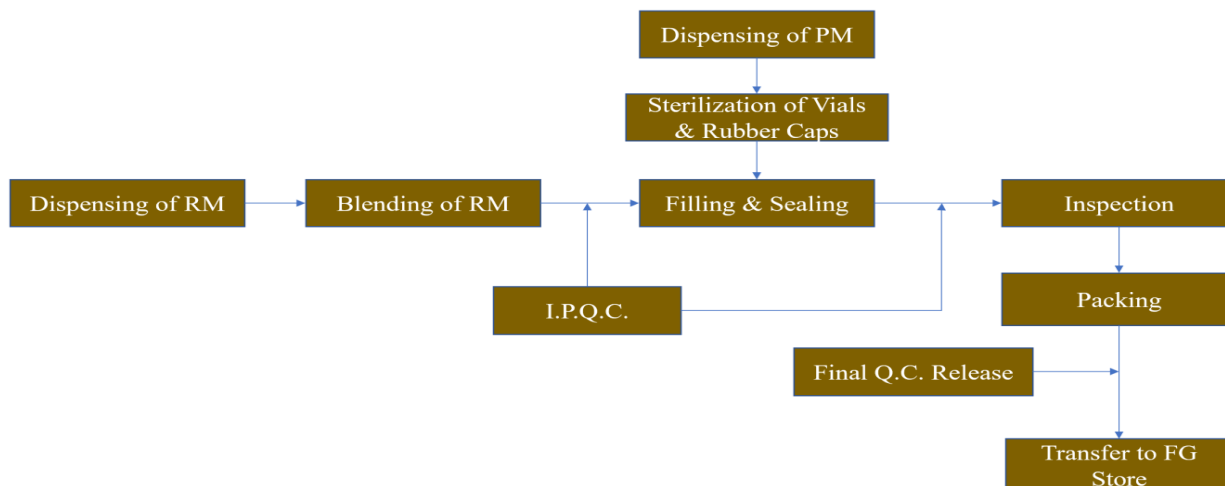
Capsules

We manufacture several varieties of capsules in our manufacturing facility. The empty shells are purchase from the registered vendors and the filling & locking is done as per the specifications. Our company has a three fully automatic capsule filling machine (1 x AF-40& 2 x AF-90) which is suitable for filling powder as well as pellets. These machines ensure encapsulating hard gelatin capsules with precise dose and gives better fill weight accuracy. Capsules are fed into the hopper and picked up in the lading station, the capsules are then separated by vacuum. Finally, the slug is ejected into the body of the capsule. The capsules are closed and locked by means of closing pins.



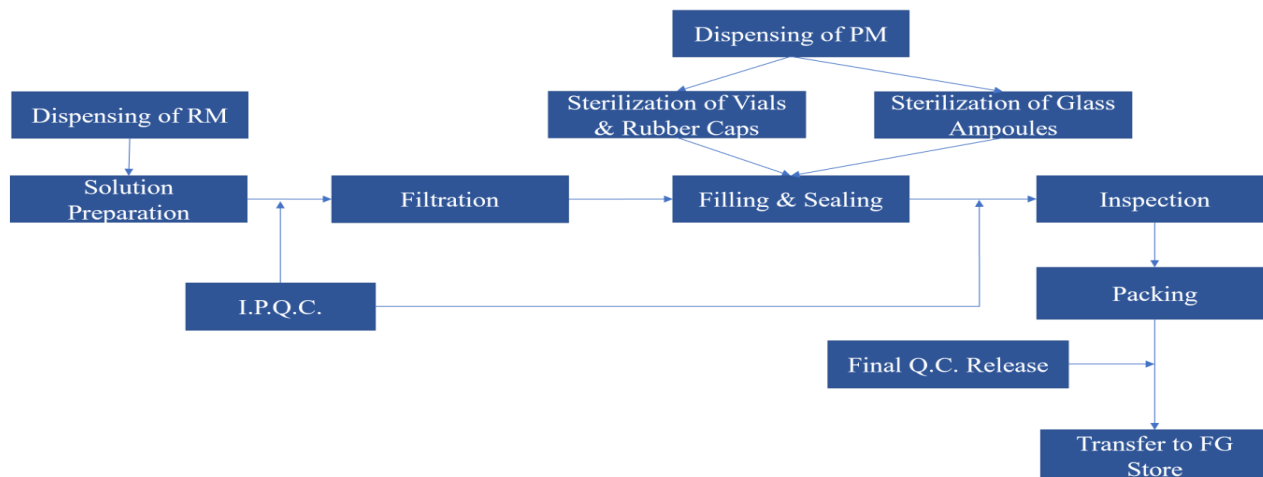
Dry Injections

Used for parenteral administration, these drugs are commonly known as powder for injection (PI) or dry powder injection. Such drugs are generally supplied in glass vials with rubber plugs and are mixed or reconstituted with a dilutant before injecting. The process begins by washing and then sterilizing the vials in dry heat sterilizer. At the same time, the rubber stoppers are washed and then sterilized in the autoclave. The raw material is prepared by the way of mixing in the Cone Blender. The material is then filled in the vials using the automatic filling and sealing machine. The vials are thoroughly inspected and are sent for final packing & eventually dispatch.



Liquid Injections

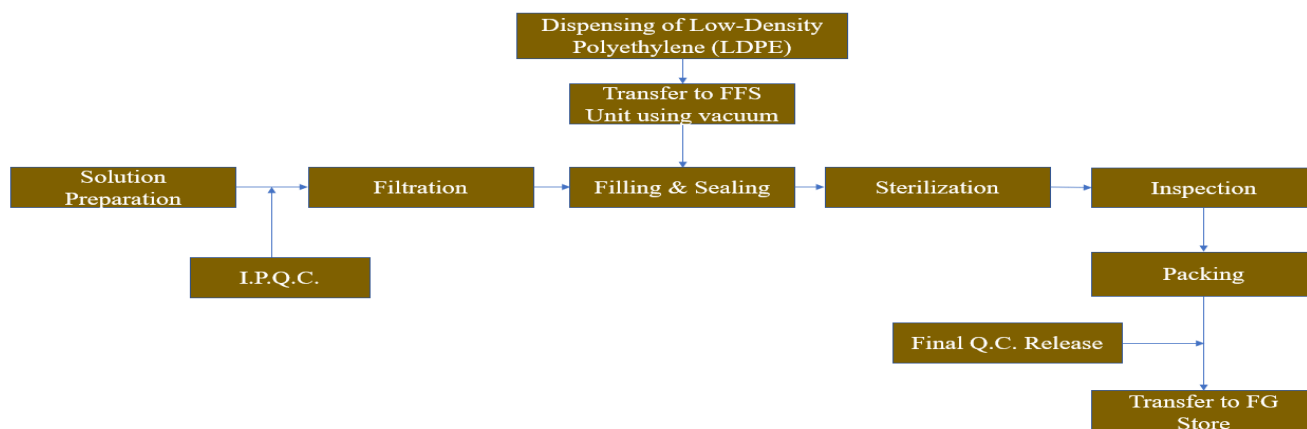
The liquid injections are filled in either vials or glass ampoules based on the nature of usage of the injection. We have the facility to manufacture both single dose and multi-dose injections. Single dose injections are generally filled in glass ampoules and the multiple dose injections are filled in vials. The process begins by mixing the raw material with water for injection or suitable solvent (product specific). The solution is then filtered using the sterilized filtration assembly. Sterile Nitrogen gas is used during the sealing process which we obtain from our in-house nitrogen plant. The filled vials/ampoules are visually checked and after the final QC approval are sent for dispatch



Liquid Injections – FFS Technology

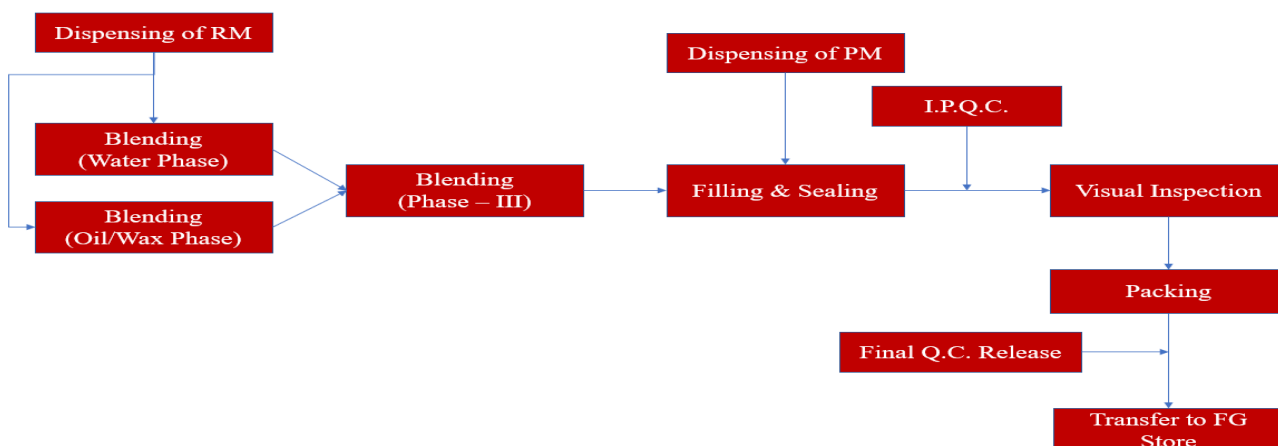
FFS Technology i.e., Form Fill Seal Technology are used to manufacture sterile pharmaceutical products. The basic concept of the FFS is to reduce the contamination by forming the container, filling, and sealing in a closed sterile chamber of the machine. There is no personnel intervention to reduce the chances of the contamination during the manufacturing of sterile products. It gives more production at very low operational cost with the high assurance of sterility. The company started manufacturing liquid injections using the FFS in the J&K Manufacturing Unit in the year 2017.

LDPE granules are melted in FFS assembly and ampoule molds are filled with melted LDPE to take the shape of ampoules. Immediately after this step filtered distilled water is filled in molded ampoules. The filled ampoules are sealed in the FFS Assembly. After the sealing, the ampoules are again sterilized by autoclave.



Ointments

We have an automatic ointment processing plant which ensures that the in-process material is completely untouched during the manufacturing process. The in-process material from the Water Phase and the Oil/Wax Phase is transferred using vacuum pumps for the final mixing that is the Phase-III mixing. When the process is finished, the product is transferred to storage tanks and then to the filling machines by pump. The Filling machines are completely automatic which are sealed/ crimped at the end of the stage





COLLABORATIONS:

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

EXPORT OBLIGATION:

Our Company does not have any export obligation, as on date of this Draft Prospectus.

SALES AND MARKETING:

We have employed service agents at each of our supply states. They regularly keep track of various websites and newspapers and to identify the tenders that could be of interest to us. The head of the Marketing department evaluates bid opportunities and decides whether we should pursue a particular contract based on various factors, including the terms and conditions of contract, client's reputation and financial strength, payment conditions, the geographic location of the client etc. Once we have identified the tender that meet our criteria, we apply to the tender inviting authority according to the procedures set forth in the bid process. Our Company being incorporated in 1990 is in the same line of business since its incorporation. Our promoters are involved in day-to-day activities of the business and have developed long term cordial relations with the customers. With this advantage, we are able to build long term relationship with our customers. We believe that the quality of products we offer is one of our most effective marketing tools.

COMPETITION:

Our Industry is fragmented consisting of large established players and small niche players. We have a number of competitors offering products and services similar to us. We believe the principal elements of competition in our industry are price, durability and overall product quality, timely delivery and reliability and most importantly our pace in keeping up with the required regulations and changing technology in the industry. We believe that our cost effective and integrated facilities, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products. While these factors are key parameters the in-client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most of the deals. Some of our listed competitors includes Caplin Point Laboratories Ltd., Kwaliti Pharmaceuticals Ltd, Bliss GVS Pharma Limited and Albert David Limited.

INFRASTRUCTURE & UTILITIES:

- a) **Raw Materials:** Some of the major raw materials which are required by us to manufacture our products includes API's such as Cefixime IP, Cefotaxime Sodium IP, Cephalexin IP (Compacted), Ibuprofen IP, Losartan Potassium IP, Meropenem IP (Sterile), etc., solvents, primary packaging materials, such as glass ampoules, vials, glass bottles, PVC films, rubber stoppers, and secondary packaging materials. Currently, our Company meets our raw material requirements mainly from domestic suppliers.
- b) **Power:** The requirement of power for our operations, like power for lighting and operating the machinery/equipment is met through Jaipur Vidyut Vitran Nigam Limited for Jaipur unit. Further, we have 280 KW Solar power plant installed at the rooftop of the Jaipur Manufacturing unit for capitative use. The power requirement for Jammu Unit is met through the Power Development Department, J&K. For uninterrupted power supply, we have Diesel Generators installed at both the premises.
- c) **Water:** Our water requirement is fulfilled through local sources in both the units.
- d) **Manpower:** We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on July 31, 2021, our Company has employed 241 employees (including labour) at various levels of the Organization. We also employ manpower on contractual basis also.



INSURANCE

Our operations are subject to accidents which are inherent to any manufacturing process such as risks of equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We may also be subject to product liability claims such as in case of product recalls or health issues arising from the use of our products. We have taken commercial package policy covering standard fire and special perils insurance, burglary insurance and public liability cover for both of our manufacturing facilities in Jaipur and Jammu. We have also taken standard fire and special perils insurance and burglary insurance for the wind farm and solar projects. We also maintain marine cargo insurance policy and vehicle insurances. However, we are not insured against risk related to machinery breakdown, workmen compensation, cash in transit and goods in transit. For further details, please refer to Risk factor “Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business” on page 32 of this Draft Prospectus.

IMMOVABLE PROPERTIES

Details of our immovable properties are as below:-

S. No.	Address of Property	Property Usage	Owned/Leased/Rental
1	A-1 Sethi Colony, Jaipur – 302004, Rajasthan	Registered Office	Obtained from Mrs. Savitri Gupta w/o Mr. Raj Kumar Gupta, Director of VivekPharmachem (India) Limited through NOC dated December 07 2016, to use the property as Registered Office. Rent paid by Company for said premises to Mrs. Savitri Gupta is Rs. 2000 p.m.
2	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur Rajasthan, India.	Corporate Office and Manufacturing Unit-I	Owned
3	EPIP Kartholi, Bari Brahmana, Samba, J&K - 181133	Manufacturing Unit – II	Leased for a period of 90 years by the J&K State Industrial Development Corporation Limited vide Lease Deed dated August 05, 2005.
4	0.09 Hectare at forest block Harshnath in village harsh in Khasra No.1439	Wind Energy Farm	Sub-Leased for a period of 19 years& 11 Month by Enercon India Limited vide Sub-Lease Deed dated July 27, 2005.
5	0.05 Hectarefor 1(One) no. “Enercon Make, E-53” WEC, Situated at village-Padavala, Taluka-Upleta, Survey No.75/3 Paiki 25 mouje, Rajkot	Wind Energy Farm	Sub-Leased for a period of 20 years by Enercon(India) Limited vide Sub-Lease Deed dated February 19, 2010.
6	1.21 Hectors, Khasra No. 1675/Psituated at village-Thob, Tahesil-Osiya, Dist.-Jodhpur	Wind Energy Farm	Sub-Leased for a period of 19 years & 09 Month by Synefra Engineering and Construction Limited vide Sub-Lease Deed dated May 17, 2012.
7	0.81 Hectors, Khasra No. 1344/P situated at village-Rajlani, Tahesil-Bhopalgarh, Dist.- Jodhpur	Wind Energy Farm	Sub-Leased for a period of 19 years & 09 Month by Suzlon Gujarat Wind Park Limited vide Sub-Lease Deed dated July06, 2012.
8	01.62 Hectors,Khasra No. 1/6//P situated at village-BelwaRanaji, Tahesil-Shergarh, Dist.- Jodhpur	Wind Energy Farm	Sub-Leased for a period of 11 years, 08 Month& 09 days by VHCL Industries Limitedvide Sub-Lease Deed dated July 13, 2018.
9	0.35 Hectors, Survey No. 22,	Wind Energy Farm	Owned



	village –Garoda, Pargana-Daloda, Patwari, Dist. Mandsaur.		
10	0.35 Hectors, Survey No. 24, village –Katlar, Pargana-Daloda, Patwari, Dist. Mandsaur		
11	Farm Land, Survey No.18/Mean -2 , Rakba-0.836, village –Lamgari, - 72-Tahesil-MandsaurDist. Mandsaur.	Wind Energy Farm	Owned
12	2.70 Acres,1.5 MW Wind Mill (Regen Make), SF. No. 2075/P in village , DharapuramTaluka, Tirupur, District – Tamil Nadu	Wind Energy Farm	Owned
13	2.50 Hactare, 15.09 Biga, vide Khasra No. 4209/3863, Gram Patodi, Thesil- Pachpadra, Dist.Barmer	IMW Solar Photovoltaic Power Plant	Leased for a period of 30 years by the Government of Rajasthan vide Lease Deed dated July 05, 2011.
14	2 Hectare, Village Kita, Tehsil – Fatehgarh, Jaisalmer	Wind Energy Farm	Sub-Leased for a period of 30 years by Enercon India Limited vide Sub-Lease Deed dated October 18, 2010.
15	Sy. No. 170, Lakkihalli Village, Hiriyr Taluk, Chitradurga District, Karnataka	Wind Energy Farm	Leased for a period of 30 years by Enercon India Limited vide Lease Deed dated February 26, 2008.



KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA

The following description is a summary of the relevant regulations and policies that are applicable to our business, as prescribed by the Government of India and other regulatory bodies. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations set below may not be exhaustive, are intended only to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, refer "*Government and Other Approvals*" on page 206 of this Draft Prospectus.

Except as otherwise specified in this Draft Prospectus, taxation statutes including the Income Tax Act, 1961 and other miscellaneous regulations and statutes may apply to us as they do to any other Indian company. With effect from July 1, 2017, Goods and Services Tax Laws (including Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, States Goods and Services Tax Act, 2017 and Union Territory Goods and Services Tax Act, 2017) are applicable to our Company. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Set forth below are certain significant Indian legislations and regulations which are generally adhered to by the industry that we operate in.

Set forth below are certain significant Indian legislations and regulations which are generally adhered to by the industry that we operate in.

Industry specific Regulations:

1. Drugs and Cosmetics Act, 1940("Drugs and Cosmetics Act")

The D. C. Act regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labeling, packing and testing. The D. C. Act also provides the procedure for testing and licensing of new drugs. The D. C. Act also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the D. C. Act, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the D. C. Act for contravention of its provisions.

2. The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, —Micro – enterprise, where the investment in equipment does not exceed ten lakh rupees, —Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

3. Drugs (Prices Control) Order, 2013 ("DPCO")

The DPCO was issued by the Central Government under section 3 of the ECA and in supersession of the Drugs (Prices Control) Order, 1995, thereby giving effect to the 2012 Policy. The DPCO 2013, inter alia, provides that the Central

Government may issue 94 directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturer of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency, procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, method of implementation of prices fixed by Government and penalties for contravention of its provisions. The Government has the power under the DPCO 2013 to recover amounts charged in excess of the notified price from the manufacturer, importer or distributor and the said amounts are to be deposited in the Drugs Prices Equalization Account. The DPCO 2013 prescribes certain instances in which case the provision of the DPCO 2013 will not be applicable. These provisions are applicable to all scheduled formulations irrespective of whether they are imported or patented, unless they are exempted. However, the prices of other drugs can be regulated, if warranted in public interest.

4. Essential Commodities Act, 1955 (the “ECA”)

The ECA gives powers to the Government of India to, among other things, regulate production, distribution and quality of essential commodities including drugs, for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/departments of the Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The state governments have issued various control orders to regulate various aspects of trading in essential commodities.

5. Drug Policy, 2002

The main objectives of the Drug Policy 2002 are several and include ensuring abundant availability at reasonable prices within the country of good quality essential pharmaceuticals of mass consumption. It also concentrates on strengthening the indigenous capability for cost effective quality production and exports of pharmaceuticals by reducing barriers to trade in the pharmaceutical sector and strengthening the system of quality control over drug and pharmaceutical production and distribution to make quality an essential attribute of the Indian pharmaceutical industry and promoting rational use of pharmaceuticals. The Policy further encourages the R&D in the pharmaceutical sector in a manner compatible with the country's needs and with particular focus on diseases endemic or relevant to India by creating an environment conducive to channelizing a higher level of investment into R&D in pharmaceuticals in India. Creating an incentive framework for the pharmaceutical industry which promotes new investment into pharmaceutical industry and encourages the introduction of new technologies and new drugs is another important aspect which has been examined by this Policy.

6. The Drugs (Control) Act, 1950 (“Drugs Control Act”)

The DC Act was enacted to provide for the control of sale, supply and distribution of drugs. The Drug Control Act empowers the

Central Government to inter alia declare any drug to be a drug to which this act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The Drugs Control Act also provides for penalties arising due to contraventions of any of the provisions of the Drugs Control Act or of any direction made under authority conferred by the Drugs Control Act, which shall be punishable with imprisonment for a term which may extend to three years, or with fine, or with both.

7. The Drugs and Cosmetics Rules, 1945 (“DC Rules”)

The Drugs and Cosmetics Rules, 1945 (the “DCA Rules”) have been enacted to give effect to the provisions of the DCA Act to regulate the, manufacture, distribution and sale of drugs and cosmetics in India. The DCA Rules prescribe the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test, the forms of Central Drugs Laboratory's reports thereon and the fees payable in respect of such reports. The DCA Rules also prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licence. Further, the DCA Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to



which the licence is issued is not complied with. The DCA Rules further prescribe the manner of labeling and packaging of drugs.

8. Standards of Weights and Measures Act, 1976 and Standards of Weights and Measures (Packaged Commodities) Rules, 1977

The Standards of Weights and Measures Act, 1976 aims at introducing standards in relation to weights and measures used in trade and commerce. The rules made thereunder, particularly the Standards of Weights and Measures (Packaged Commodities) Rules, 1977 lay down the norms to be followed, in the interests of consumer safety, when commodities are sold or distributed in packaged form in the course of inter-state trade or commerce. This Act and rules formulated thereunder regulate inter alia inter-state trade and commerce in weights and measures and commodities sold, distributed or supplied by weights or measures.

9. The Narcotic Drugs and Psychotropic Substances Act, 1985

The Narcotic Drugs and Psychotropic Substances Act, 1985 makes stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic in narcotic drugs and psychotropic substances, to implement the provisions of the International Convention on Narcotic Drugs and Psychotropic Substances and for matters connected therewith. The Act authorizes the Central Government to take all such measures as it deems necessary or expedient for the purpose of preventing and combating abuse of narcotic drugs and psychotropic substances. The Narcotic Drugs and Psychotropic Substances Act, 1985 prohibits the production, manufacture, possess, sell, purchase, transport, warehouse, use, consume, import inter-State, export inter-State, import into India, export from India or transport any narcotic drug or psychotropic substance, except for medical or scientific purposes as provided. Narcotic Drugs and Psychotropic Substances (Amendment) Bill, 2011 was introduced before the Parliament and referred to the Standing Committee in September, 2011. The Bill lays down that whoever consumes any narcotic drug or psychotropic substance in contravention of any provision of the Act or any rule or order made thereunder shall be punishable with imprisonment for a term which may extend to six months or with fine which may extend to ten thousand rupees or with both. The Bill also enhances the penalty for offences committed after previous convictions.

10. National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)

The 2012 Policy replaces the drug policy of 1994 and presently seeks to lay down the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 (NLEM) declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, so as to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the Industry. The prices would be regulated based on the essential nature of the drugs rather than the economic criteria/market share principle adopted in the drug policy of 1994. Further, the 2012 Policy will regulate the price of formulations only, through market based pricing which is different from the earlier principle of cost based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

11. The Poisons Act, 1919 (the “Poisons Act”)

The Poisons Act regulates the import, possession and sale of poisons. It empowers the State Government to frame rules for regulation of possession for sale and sale of poisons. It also empowers the Central Government to prohibit the import of any specified poison into India across any customs frontier defined by the Central Government and also regulates the grant of license. Any contravention of the provisions of the Poisons Act may be punished with imprisonment or fine or both.

12. The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (COFEPOSA)

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in



smuggling goods, transports or conceals such goods, harbouring any person employed in the smuggling activities or does any other activity related with smuggling.

Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

OTHER LAWS

1. Legal Metrology Act, 2009 (the "Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011 (the "Packaged Commodities Rule")

The Legal Metrology Act, repeals and replaces the Standard of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and formatter's incidental thereto. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences. The Packaged Commodities Rule were framed under section 52(2) (j) and (q) of the Legal Metrology Act which lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import and also regulate pre-packaged commodities in India, inter alia mandating certain labelling requirements prior to sale of such commodities. Legal Metrology (Packaged Commodities) (Amendment) Rules issued on June 23, 2017 have introduced important amendments to the Packaged Commodity Rules. The key provisions of the Packaged Commodity Amendment Rules are regarding the size of declarations on the label, declaration on e-commerce platforms, declaration of name and address of the manufacturer and fine for contravention.

2. Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act."). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognizes several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.



3. The Registration Act, 1908

The Registration Act, 1908 ("Registration Act") was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

4. The Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 ("**Stamp Act**") which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

ENVIRONMENTAL LAWS

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

1. Environment Protection Act, 1986 (the "Environment Act")

The EPA has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per this Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

2. Environment (Protection) Rules, 1986 (the "Environment Rules")

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water



(Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

3. Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four (4) months after the receipt of the application for consent the State PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

4. Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("State PCB"). The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

5. Water (Prevention & Control of Pollution) Cess Act, 1977 ("Water Cess Act") and Water (Prevention & Control of Pollution) Cess Rules, 1978 ("Water Cess Rules")

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the central and State PCB for the prevention and control of water pollution constituted under the Water Act. The Water Cess Rules have been notified under Section 17 of the Water Cess Act and provide, inter alia, for the standards of the meters and places where they are to be affixed and the furnishing of returns by consumers.

Hazardous Wastes

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

- The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- The Public Liability Insurance Act, 1991
- The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Schedule I of the said Rules lists out the primary and secondary production of aluminium as a process that generates hazardous waste and therefore requires compliance under these Rules.

INTELLECTUAL PROPERTY LAWS

1. Trade Marks Act, 1999

The Indian law on trademark is enshrined in the Trade Marks Act of 1999. Under the existing Act, a trademark is a mark used in relation to goods and/or services so as to indicate a connection between the goods or services being provided and the proprietor or user of the mark. A 'Mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style, the shape of goods other than those for which a mark is proposed to be used, or any combination thereof or a combination of colours and so forth. The trademark once it is applied for is advertised in the trademarks journal, oppositions, if any, are invited and after satisfactory adjudication of the same, is given a certificate of registration. The right to use a mark can be exercised either by the registered proprietor or a registered user. The present



term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fees.

2. Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

3. The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Anti-Trust Laws

1. Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

INDUSTRIAL AND LABOUR LAWS

Factories Act, 1948 ("Factories Act")

Factories Act defines a 'factory' to cover any premises which employs ten or more workers on any day of the preceding twelve months and in which manufacturing process is carried on with the aid of power or any premises where at least twenty workers are employed in a manufacturing process.

Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that an occupier of a factory i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The Factories Act also provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

1. Contract Labour (Regulation and Abolition) Act, 1970
2. Employees' Compensation Act, 1923
3. Employees' Provident Funds and Miscellaneous Provisions Act, 1952



4. Employees' State Insurance Act, 1948
5. Industrial Disputes Act, 1947
6. Industrial Employment (Standing orders) Act, 1946
7. Child Labour and Adolescent (Prohibition and Regulation) Act, 1986
8. The Payment of Bonus Act, 1965
9. The Minimum Wages Act, 1948
10. The Payment of Wages Act, 1936
11. The Equal Remuneration Act, 1976
12. Maternity Benefit Act, 1961
13. Apprentices Act, 1961
14. Payment of Gratuity Act, 1972
15. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
16. Occupational Safety, Health and Working Conditions Code, 2020

The Code on Social Security, 2020 (enacted by the Parliament of India and assented to by the President of India) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Social Security, 2020. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

The Code on Wages, 2019 (enacted by the Parliament of India and assented to by the President of India) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936.

The Industrial Relations Code, 2020 (enacted by the Parliament of India and assented to by the President of India) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Industrial Relations Code, 2020. Once effective, it will subsume the Trade Union Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Dispute Act, 1947.

Shops and establishments legislations are state legislations that seek to govern and regulate the working conditions of workers and employees employed in commercial establishments or shops or other establishments, as the case may be, within that state. Every such establishment is required to register itself under the relevant state's shops and establishments legislation in accordance with the procedure laid down therein.

Regulations Related to Foreign Trade

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992 (the "Foreign Trade Act"). The Foreign Trade Act has empowered the Central Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act provides for certain appointments especially that of the Director-General to advise the Central Government in formulating import and export policy and to implement the same. Further, the act commands every importer as well as exporter to obtain a code number called the Importer Exporter Code Number (IEC) from the Director-General or the authorized officer. The act provides the balancing of all the budgetary targets in terms of imports and exports. The principal objectives here include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumer at internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets.



Other Laws and Regulations

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and the rules framed thereunder and other applicable statutes promulgated by the relevant Central and State Governments including the central and state tax laws.

**HISTORY AND CORPORATE STRUCTURE****BRIEF HISTORY AND BACKGROUND**

Our Company was originally incorporated as “Vivek Pharmaceuticals Private Limited” on January 29, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 05, 1993, the name of our Company was changed from “Vivek Pharmaceuticals Private Limited” to “Vivek Pharmachem (India) Private Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies Rajasthan, Jaipur, vide letter dated June 3, 1993. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on January 27, 1996, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vivek Pharmachem (India) Private Limited” to “Vivek Pharmachem (India) Limited” vide a fresh certificate of incorporation dated January 31, 1996, issued by the Registrar of Companies Rajasthan, Jaipur bearing CIN U24232RJ1990PLC005283.

Mr. Raj Kumar Gupta, Mr. Kuldeep Gupta and Mr. Navdeep Gupta were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled **“Our Business”**, **“Industry Overview”**, **“Our Management”**, **“Financial information of the Company”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on pages 94, 86, 122, 141 and 189 respectively of this Draft Prospectus.

ADDRESS OF REGISTERED & CORPORATE OFFICE:

Registered Office	A-1, Sethi Colony, Jaipur 302004, Rajasthan, India.
Corporate Office & Manufacturing Unit-I	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur, Rajasthan, India.
Manufacturing Unit-II	EPIP, Bari-Brahamana, Jammu (Jammu and Kashmir) – 181133, India

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION:

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Prospectus.

Effective Date	From	To	Reason for Change
October 01, 2001	A-1, Sethi Colony, Jaipur 302004, Rajasthan, India.	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur, Rajasthan, India.	To increase Operational Efficiency
January 24, 2017	Opp. Police Check, NH-8, Village, Chimanpura, Amer 302028, Jaipur, Rajasthan, India.	A-1, Sethi Colony, Jaipur 302004, Rajasthan, India.	To increase Operational Efficiency

OUR MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION:

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

1. To carry on the business as manufactures, processors, packers, traders, dealers ,distributors, importers, exporters and agents or to deal in any other manner (including loan licensing basis) in all kind of drugs, medicines , therapies and Pharmaceuticals in the form of injectables and transfusion solutions, tablets, syrups, ointments liquid capsules and/or in any other form, of organic or in organic chemicals of all types, basis drug of synthetic origin or natural origin, including



ayurvedic and homeopathic drugs, preparations or medicines , glucose, dextrose and of any other combinations as may be necessary for treatment health or ailment of human being or animals and to promote medical research in human care and to establish, operate promote run maintain and manage institutions or departments engaged in advancement of research pertaining to medicals science and also to promote and improve exchange of scientific knowledge as well technical co- operation between similar research institutions.

2. To engage and deal in all aspects of the business, consultancy of generation, transmission, sales, supply and distribution of electricity in India and abroad by establishment of wind power or any other type of power generation plant using conventional and/or non- conventional energy sources as may be in use or which may be developed or invented in future.
3. To manufacture process produce, buy, sell, export, import, manipulate, refine or otherwise deal in AAC/ ACSR electric conductor and cables all electrical, mechanical, electronic product including computers, electronics kits, silicon chips, micro processing lab and research equipment, calculators and their parts.

CHANGES IN MEMORANDUM OF ASSOCIATION:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Amendment
May 05, 1993	EGM	The name of our Company was changed from Vivek Pharmaceuticals Private Limited to Vivek Pharmachem (India) Private Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies Rajasthan, Jaipur vide its letter no. ROC/ Approval/21/2691 on dated June 3, 1993.
February 27, 1995	EGM	Sub-division of Face value of Equity Shares of the Company from Rs.100/- per Equity Share to Rs.10/- per Equity Share.
February 27, 1995	EGM	Increase in the authorized share Capital of the Company from ₹ 5.00 Lakhs divided into 50,000 Equity Shares of ₹ 10/- each to ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹ 10/- each.
January 11, 1996	EGM	Increase in the authorized share Capital of the Company from ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each.
January 27, 1996	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company has been changed from "Vivek Pharmachem (India) Private Limited" to "Vivek Pharmachem (India) Limited" vide a Fresh Certificate of Incorporation dated January 31, 1996, bearing U24232RJ1990PLC005283 was issued by the Registrar of Companies Rajasthan, Jaipur.
March 10, 1997	EGM	Increase in the authorized share Capital of the Company from ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹ 300.00 Lakhs divided into 30,00,000 Equity Shares of ₹ 10/- each.
October 03, 2001	EGM	Increase in the authorized share Capital of the Company from ₹ 300.00 Lakhs divided into 30,00,000 Equity Shares of ₹ 10/- each to ₹ 400.00 Lakhs divided into 40,00,000 Equity Shares of ₹ 10/- each.
October 15, 2003	EGM	Increase in the authorized share capital of the company from ₹ 400.00 Lakhs divided into 40,00,000 Equity Shares of ₹ 10/- each to ₹ 500.00 Lakhs divided into 50,00,000 Equity Shares of ₹ 10/- each.
July 28, 2004	EGM	Alteration in the Object Clause of the Company by Insertion of new sub clause 2 and 3 after the existing sub clause 1 in the Main Object Clause III (A) of the Memorandum of Association of the Company.
March 28, 2008	EGM	Increase in the authorized share capital of the company from ₹ 500.00 Lakhs divided into 50,00,000 Equity Shares of ₹ 10/- each to ₹ 1000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹ 10/- each.
November	EGM	Increase in the authorized share capital of the company from ₹ 1000.00 Lakhs divided into



26, 2010		1,00,00,000 Equity Shares of ₹ 10/- each to ₹ 1500.00 Lakhs divided into 150,00,000 Equity Shares of ₹ 10/- each.
February 07, 2020	EGM	Increase in the authorized share capital of the company from ₹ 1500.00 Lakhs divided into 1,50,00,000 Equity Shares of ₹ 10/- each to ₹ 2000.00 Lakhs divided into 2,00,00,000 Equity Shares of ₹ 10/- each.

ADOPTING NEW ARTICLES OF ASSOCIATION OF THE COMPANY

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013, in the Extra Ordinary General Meeting of the Company dated February 07, 2020.

KEY EVENTS AND MILESTONES

The Table below sets forth some of the major events in the history of our company:

Year/F.Y.	Key Events / Milestone / Achievements
1990-91	Incorporation of the Company in the name of “Vivek Pharmaceuticals Private Limited”
1993-94	The name of our Company was changed from Vivek Pharmaceuticals Private Limited to Vivek Pharmachem (India) Private Limited
1995-96	Commencement of commercial production in Manufacturing Unit – I (Jaipur)
1995-96	Conversion of the Company from Private Limited to Public Limited Company
2007-08	Commencement of commercial production in Manufacturing Unit – II (Jammu)
2016-17	Crossed Revenue of Rs. 100 crores
2019-20	Crossed Revenue of Rs. 200 crores

Other details about our Company:

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” on pages 94, 189 and 81 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page 122 and 51 of the Draft Prospectus respectively.

Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page 51 of the Draft Prospectus.

For a description of our Company’s debt facilities, see “*Statement of Financial Indebtedness*” on page 182 of the Draft Prospectus.

Lock-out or strikes:

There have been no lock-outs or strikes in our Company since inception. As the services provided by the Company fall under the category of Essential Services, all commercial activities continued even during the nationwide lockdown due to the spread of COVID 19 Pandemic from March, 2020 to August, 2020.

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Prospectus.

Our Holding Company:



As on the date of the Draft Prospectus, our Company is not a subsidiary of any company.

Our Subsidiary of our Company:

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

Injunction or Restraining Order:

Except as disclosed in the section titled ***“Outstanding Litigation and Material Developments”*** beginning on page 197 of this Draft Prospectus, 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.

In the last 10 years, there are no mergers, amalgamation, revaluation of assets etc. with respect to our company and we have not acquired any business/undertaking in the said period.

Number of shareholders of our Company:

Our Company has Sixteen (16) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled ***“Capital Structure”*** beginning on page 51 of the Draft Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled ***“Our Management”*** on page 122 of the Draft Prospectus.

Shareholders Agreements:

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Collaboration Agreements:

As on date of this Draft Prospectus, Our Company is not a party to any collaboration agreements.

Other Material Agreement:

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

Strategic or Financial Partners:

Except as disclosed in this Draft Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time / cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:



There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Prospectus.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Prospectus.



OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
Mr. Kuldeep Gupta Father's Name: Lt. Mr. Raj Kumar Gupta Age: 57years Date of Birth: November, 1963 Designation: Chairman and Managing Director Address: C-136 Dayanand Marg, Tilak Nagar, Jawahar Nagar, Jaipur 302004, Rajasthan, India Experience: 31 years Occupation: Business Qualification: Bachelor of Science Nationality: Indian DIN: 00092023	Originally Appointed as Director w.e.f. February 02, 1995 Further, re-designated as Managing Director w.e.f. November 12, 2018 for a period of 5 years Further designated as "Chairman and Managing Director" w.e.f. February 07, 2020.	30,93,444 Equity Shares [21.71%]	1. Orchid Medicare Private Limited 2. Vivek Constructions Pvt. Ltd. 3. Uppasana Constructions Pvt. Ltd. 4. Uppasana Farms And Developer's (India) Private Limited 5. Sunrise Shelters Private Limited 6. Pacific Global Limited
Mr. Navdeep Gupta Father's Name: Lt. Mr. Raj Kumar Gupta Age: 55years Date of Birth: March 25, 1966 Designation: Whole time Director Address: C-55, Priyadarshi Marg, Tilak Nagar Jawahar Nagar Jaipur 302004 Rajasthan, India Experience: 31 years Occupation: Business Qualification: Bachelor of Science (Chemistry) Nationality: Indian DIN: 00091344	Originally Appointed as Director w.e.f. January 29, 1990 Further, re-designated as Whole time Director w.e.f. November 12, 2018 for a period of 5 years	33,52,359 Equity Shares [23.52%]	1. Orchid Medicare Private Limited 2. Vivek Constructions Pvt. Ltd. 3. Uppasana Constructions Pvt. Ltd. 4. Sunrise Shelters Private Limited 5. Pacific Global Limited

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
Mrs. Savitri Gupta Father's Name: Lt. Mr. Nanak Chand Goyal Age: 79 years Date of Birth: January 01, 1942 Designation: Non-Executive Director Address: C-136, Dayanand Marg, Tilak Nagar, Jawahar Nagar, Jaipur 302004 Rajasthan, India Experience: 15 years Occupation: Business Qualification: Higher Senior Secondary DIN: 00118408	Originally Appointed as Director w.e.f. March 07, 2005 Further, Change in Designation as Non-Executive Director w.e.f. February 07, 2020.	22,30,487 Equity Shares [15.65%]	1. Vivek Constructions Pvt Ltd. 2. Pacific Global Limited
Mr. Virender Kumar Father's Name: Mr. Nand Gopal Gupta Age: 61 years Date of Birth: August 16, 1960 Designation: Independent Director Address: 81, Anaj Mandi, Fatehabad – 125050, Haryana, India Experience: 25 years Occupation: Business Qualification: Bachelor of Commerce Nationality: Indian DIN: 00590828	Originally Appointed as Additional Independent Director w.e.f. December 02, 2014 for a period of 5 years. Further, Regularise as Independent Director w.e.f. September 30, 2015 for a period of 5 years Further, re- appointed as Independent Director w.e.f. December 02, 2019 for a period of 5 years <i>(Not liable to retire by rotation)</i>	Nil	1. Thakar Chemicals Limited 2. Thakar Petrochemicals Limited

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
Mr.Ramesh Bhandari Father's Name: Mr. Samarathmal Bhandari Age: 65years Date of Birth: December 19, 1955 Designation: Independent Director Address: No. 38/4, Jermiah Road, Ranjit Apts Vepery, Chennai – 600007, Tamil Nadu India Experience: 35 years Occupation: Business Qualification: Bachelor of Science Nationality: Indian DIN: 01144070	<p>Originally Appointed as Additional Independent Director w.e.f. December 02, 2014 for a period of 5 years.</p> <p>Further, Regularise as Independent Director w.e.f. September 30, 2015 for a period of 5 years</p> <p>Further, re- appointed as Independent Director w.e.f. December 02, 2019 for a period of 5 years</p> <p><i>(Not liable to retire by rotation)</i></p>	Nil	1. Medi Rasayan Private Limited

Brief Profile of Directors:

- Mr. Kuldeep Gupta** is the Chairman and Managing Director of our Company. He has been on the Board since incorporation of the Company. He has completed his Bachelor of Science from the University of Rajasthan. He has a work experience of around 31 years in the pharmaceutical industry. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He is primarily responsible for business planning & development, sales & marketing and supervising business operations. Under his guidance our Company has witnessed continuous growth. He is a certified technically qualified person for manufacturing tablets, injections and oral liquid from the Drug Control Organization, Rajasthan under Drug and Cosmetic Rules, 1945. Besides pharmaceuticals, he has vast business experience in the field of civil construction and farm development.
- Mr. Navdeep Gupta** is the Whole Time Director of our Company. He has been on the Board since incorporation of the Company. He has completed his Bachelor of Science in Chemistry from Canterbury University. He has an experience of around 31 years in the pharmaceutical industry. . He currently overseas and controls the finance, administration, human resource, and purchase operations of our Company. Besides pharmaceuticals, he also has an ample experience and knowledge in the field of civil construction.
- Mrs. Savitri Gupta** is the Non-Executive Director of our Company. She has an experience of around 15 years in the pharmaceutical industry and has completed her higher senior secondary education.
- Mr. Virender Kumar** is an Independent Director of our Company. He has completed his Bachelor of Commerce from Kurukshetra University. He possesses expertise in the field of chemicals and has an experience of more than 25 years in the chemical industry.
- Mr. Ramesh Bhandari** is an Independent Director of our Company. He has completed his Bachelor of Science from Government College, Sirohi. He possesses expertise in the field of medicine marketing and has an experience of more than 35 years in it.



Confirmations:

As on the date of this Draft Prospectus:

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- 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 tenure of their directorship in such company.
- None of the Directors are categorized as a wilful defaulter, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on September 01, 2015 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 125 crores (Rupees One Hundred Twenty Five Crores Only).

Compensation of our Managing Director & Whole-time Director

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director & Whole time Director

Particulars	Mr. Kuldeep Gupta	Mr. Navdeep Gupta
Appointment/Change in Designation	Appointed as Director since incorporation; Re-designated as Managing Director w.e.f November 12, 2018, and further designated as “Chairman and Managing Director” w.e.f.	Appointed as Director since incorporation ; Re-designated as Whole time Director w.e.f November 12, 2018



	February 07, 2020	
Current Designation	Chairman and Managing Director	Whole time Director
Term of Appointment	5 years	5 years
Remuneration & Perquisites	Rs. 2,80,000/- per month	Rs. 3,50,000/- per month
Compensation paid in the year 2020-21	Rs. 33,60,000 /-	Rs. 42,00,000/-

Bonus or Profit Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

Sitting Fees:

The Articles of Association of our Company provides for payment of sitting fees to Directors (other than Managing Director & Whole-time Directors), not exceeding Rs. 1.00 Lac to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated August 20, 2021 or payment of an amount not exceeding Rs. 1.00 Lac as approved by the Board to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

Shareholding of our Directors as on the date of this Draft Prospectus:-

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Mr. Kuldeep Gupta	30,93,444	21.71%
2.	Mr. Navdeep Gupta	33,52,359	23.52%
3.	Mrs. Savitri Gupta	22,30,487	15.65%
	Total	86,76,290	60.88%

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Prospectus.

We do not have Subsidiary Company as defined under Section 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled ***“Our Management”*** beginning on page 122 of this Draft Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to ***“Statement of Financial Indebtedness”*** and “Note B” of Section ***“Financial Information of the Company”*** on page 122 and 141 respectively of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which



are proposed to be entered into with them.

Except as stated in this section **"Our Management"** or the section titled **"Financial information of the Company –Note Z - Related Party Disclosure"** beginning on page 122 and 174 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company

Except as mentioned hereunder our Directors do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of Draft Prospectus.

Sr.No.	Name of Director	Address of Property	Interest and nature of interest
1.	Mrs. Savitri Gupta	A-1, Sethi Colony Jaipur 302004, Rajasthan, India	Mrs. Savitri Gupta through NOC dated December 07 2016, has allowed our Company to use the property as Registered Office. Rent paid by Company for said premises to Mrs. Savitri Gupta is Rs. 2,000 p.m.

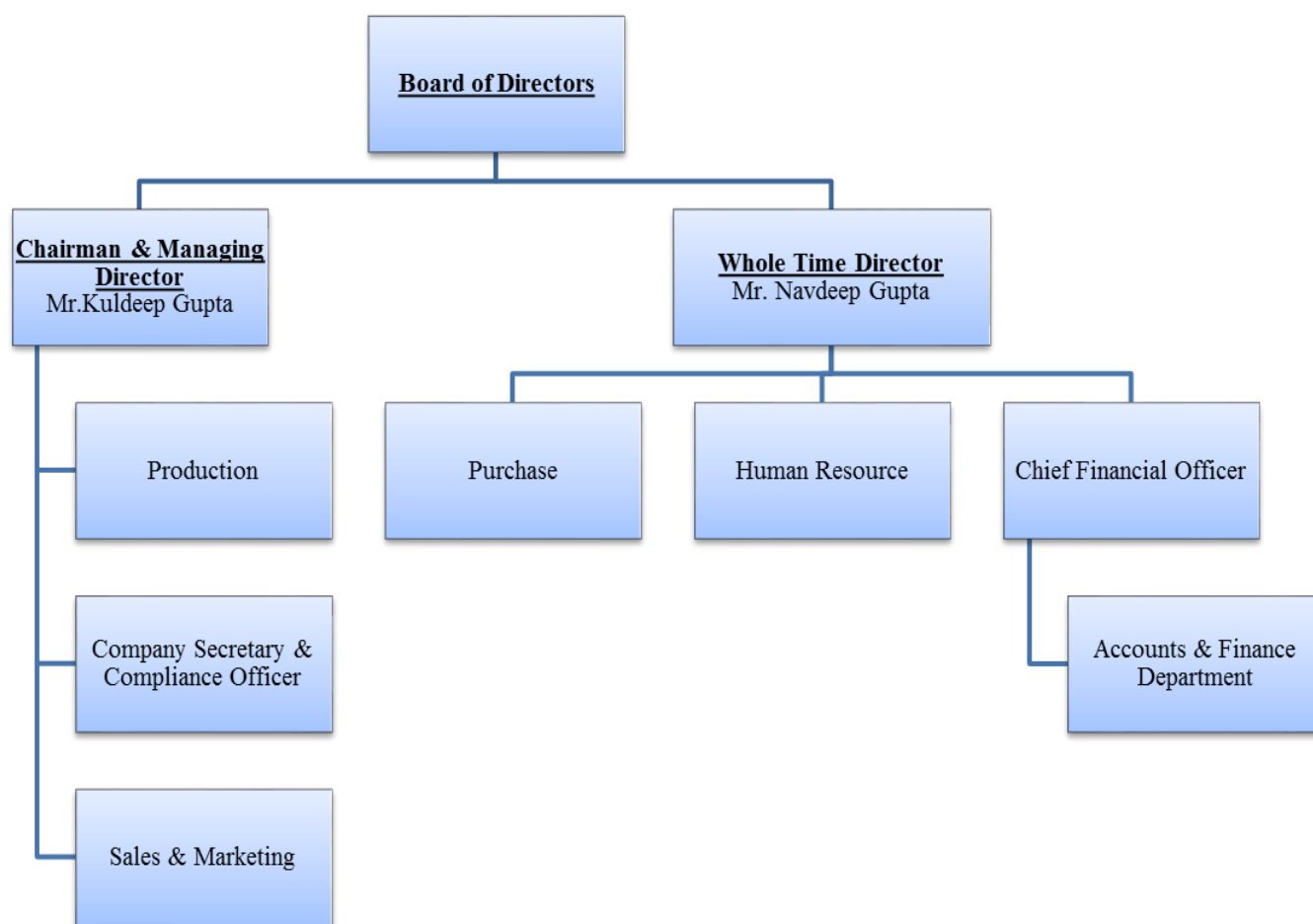
Changes in Board of Directors in Last 3 Years

Sr. No.	Name of Director	Date of Appointment / Re - Appointment	Reasons for Change
1	Mr. Kuldeep Gupta	Re-designated as Managing Director w.e.f. November 12, 2018	To ensure better Corporate Governance and compliance with Companies Act, 2013
2	Mr. Navdeep Gupta	Re-designated as Whole time Director w.e.f. November 12, 2018	To ensure better Corporate Governance and compliance with Companies Act, 2013
3	Mr. Kuldeep Gupta	Designated as Chairman w.e.f February 07, 2020	To ensure better Corporate Governance and compliance with Companies Act, 2013
4	Mrs. Savitri Gupta	Change in designation from Executive Director to Non-Executive Director w.e.f. February 07, 2020	To ensure better Corporate Governance and compliance with Companies Act, 2013
5	Mr. Virender Kumar	Re- appointed as Independent Director w.e.f. December 02, 2019 for a period of 5 years	To ensure better Corporate Governance and compliance with Companies Act, 2013
6	Mr. Ramesh Bhandari	Re- appointed as Independent Director w.e.f. December 02, 2019 for a period of 5 years	To ensure better Corporate Governance and compliance with Companies Act, 2013



MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:-





COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME platform of NSE (NSE Emerge). The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committees and Corporate Social Responsibility Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has re constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated August 20, 2021, as per the applicable provisions of the Section 177 of the Companies Act, 2013. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ramesh Bandari	Chairman	Independent Director
Mr. Virendra Kumar	Member	Independent Director
Mrs. Savitri Gupta	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

C. Role and Powers: The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
 16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. 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. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
 20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 21. To review the functioning of the whistle blower mechanism;
 22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
 23. Audit committee shall oversee the vigil mechanism.
 24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
 25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor
- f) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated August 20, 2021. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ramesh Bandari	Chairman	Independent Director
Mr. Virendra Kumar	Member	Independent Director
Mrs. Savitri Gupta	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
 - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
 - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
 - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
 - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
 - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
 - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Company has re-constituted the Nomination and Remuneration Committee as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated August 20, 2021. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ramesh Bandari	Chairman	Independent Director
Mr. Virendra Kumar	Member	Independent Director
Mrs. Savitri Gupta	Member	Non-Executive Director

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:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- 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;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

4. Re- constitution of Corporate Social Responsibility Committee

Our Company has reconstituted the Corporate Social Responsibility Committee as per the applicable provisions of the Section 135 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 vide Resolution dated August 20, 2021. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ramesh Bhandari	Chairman	Non-Executive Independent Director



Mr. Kuldeep Gupta	Member	Chairman & Managing Director
Mr. Navdeep Gupta	Member	Whole time Director

The Company Secretary of our Company shall act as a Secretary to the Corporate Social Responsibility Committee. The terms of reference of the CSR Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time;
5. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2020-21 (in Rs. Lacs)	Overall experience (in years)	Previous employment
Mr. Kuldeep Gupta Designation: Chairman and Managing Director Educational Qualification - Bachelor of Science Term of office: 5 years	57	1990	33.60	31	Nil
Mr. Navdeep Gupta Designation: Whole time Director Educational Qualification - Bachelor of Science in Chemistry Term of office: 5 years	55	1990	42.00	31	Nil
Mr. Harshit Garg Designation: Company Secretary and Compliance Officer Educational Qualification - Company Secretary	31	2018	4.50	6	A Balani and Associates (PCS firm)
Mr. Ashwin Gupta Designation: Chief Financial Officer Educational Qualification: Master of Science in Management	26	2017	37.00	4	Nil

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Mr. Kuldeep Gupta - Please refer to section “Brief Profile of our Directors” beginning on page 124 of this Draft Prospectus for details.

Mr. Navdeep Gupta - Please refer to section “Brief Profile of our Directors” beginning on page 124 of this Draft Prospectus for details.



Mr. Harshit Garg is the Company Secretary and Compliance officer of our Company. He is a qualified Company Secretary from Institute of Company Secretaries of India. He looks after the overall corporate governance and secretarial matters of our Company.

Mr. Ashwin Gupta is the Chief Financial Officer of our Company. He has completed his Master of Science in Management from Singapore Management University in 2017. He is responsible for the overall Accounts & Finance function of our Company.

We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Kuldeep Gupta and Mr. Navdeep Gupta are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2018.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except as under:-

Sr. No.	Name of the KMP's	No. of Shares held
1	Mr. Kuldeep Gupta	30,93,444
2	Mr. Navdeep Gupta	33,52,359
3	Mr. Ashwin Gupta	82,866
	Total	65,28,669

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our company belongs.

Nature of any family relationship between our Directors and Key Managerial Personnel(KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
1.	Mr. Kuldeep Gupta	Son of Mrs.Savitri Gupta and Brother of Mr. Navdeep Gupta
2.	Mr. Navdeep Gupta	Son of Mrs.Savitri Gupta and Brother of Mr. Kuldeep Gupta
3.	Mrs. Savitri Gupta	Mother of Mr. Kuldeep Gupta and Mr. Navdeep Gupta
4.	Mr. Ashwin Gupta	Son of Mr. Kuldeep Gupta

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Draft Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance



Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Director	Designation and period	Appointment/Cessation/Re-designation	Reasons
1.	Mr. Kuldeep Gupta	Managing Director (w.e.f. November 12, 2018 for a period of 5 years) Further, designated as Chairman & Managing Director (w.e.f. February 07, 2020)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Mr. Navdeep Gupta	Whole time Director (w.e.f. November 12, 2018 for a period of 5 years)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance

Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial persons are interested in our Company. For details, please refer section titled "*Financial information of the Company – Note Z - Related Party Disclosures*" beginning on page 174 of this Draft Prospectus.

Interest in the property of our Company

Except as mentioned in the section "*Interest of our Directors- Interest in the properties of our Company*" on page 127 of this Draft Prospectus, our KMPs do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Draft Prospectus with RoC.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/availed by Directors / Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to "*Note Z – Related Party Disclosure*" page 174 of this Draft Prospectus.

ESOP/ESPS SCHEME TO EMPLOYEES



Presently, we do not have any ESOP/ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTER GROUP

Our Promoters:

Mr. Kuldeep Gupta and Mr. Navdeep Gupta are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters collectively holds 64,45,803 Equity shares of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up Equity Share Capital of our Company.

Brief Profile of our Promoters is as under:

	Mr. Kuldeep Gupta– Chairman and Managing Director	
	Qualification	Bachelor of Science (BSc.)
	Age	57 years
	Date of Birth	November 09, 1963
	Address	C-136 Dayanand Marg, Tilak Nagar, Jawahar Nagar, Jaipur – 302-004, Rajasthan – India
	Experience	31 Years
	Occupation	Business
	PAN No.	AASPG4894N
	Passport Number	L5299167
	Driving License Number	RJ14 19980015236
	Aadhar Card Number	2794 8628 9713
	No. of Equity Shares held in VPIL &% of Shareholding (Pre Issue)	30,93,444 Equity Shares aggregating to 21.71% of Pre Issue Paid up Share Capital
	Other Ventures	Directorships in other Companies: <ol style="list-style-type: none"> Orchid Medicare Private Limited Vivek Constructions Pvt. Ltd. Uppasana Constructions Pvt. Ltd. Sunrise Shelters Private Limited Pacific Global Limited Uppasana Farms And Developer's (India)Private Limited
		HUFs:- <ol style="list-style-type: none"> Raj Kumar Gupta HUF (as Karta) Kuldeep Gupta HUF (as Karta)
	Mr. Navdeep Gupta– Whole Time Director	
	Qualification	Bachelor of Science (Chemistry)
	Age	55 years
	Date of Birth	March 25, 1966
	Address	C 55, Priyadarshi Marg, Tilak Nagar, Jawahar Nagar, Jaipur – 302-004, Rajasthan, India
	Experience	31 years
	Occupation	Business
	PAN No.	ABAPG1321K
	Passport Numbers	P3177917
	Driving License Number	RJ 14 19980015237
	Aadhar Card Number	7890 6984 8985
	No. of Equity Shares held in VPIL&[% of Shareholding (Pre Issue)]	33,52,359 Equity Shares aggregating to 23.52% of Pre Issue Paid up Share Capital



	Other Ventures	Directorships in other Companies: <ol style="list-style-type: none"> 1. Orchid Medicare Private Limited 2. Vivek Constructions Pvt. Ltd. 3. Uppasana Constructions Pvt. Ltd. 4. Sunrise Shelters Private Limited 5. Pacific Global Limited HUFs:- <ol style="list-style-type: none"> 1. Raj Kumar Gupta HUF (as Member) 2. Navdeep Gupta HUF (as Karta)
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For brief biography of our Individual Promoter, please refer to Chapter titled “Our Management” beginning on page 122 of this Draft Prospectus.

Confirmations/Declarations

In relation to our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta, our Company confirms that the PAN, bank account numbers and passport numbers have been submitted to National Stock Exchange of India Limited at the time of filing of this Draft Prospectus.

Change in control of Our Company

Our Promoters are the original promoters of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

Interest of our Promoters

Interest of the Promoters in our Company as stated below:

Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Prospectus, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta collectively holds 64,45,803 Equity Shares in our Company i.e. 45.23% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of his remuneration, as per the terms of his appointment and reimbursement of expenses payable to him and unsecured loan given by them to our Company, if any.

For details regarding the shareholding of our Promoters in our Company, please see “**Capital Structure**” on page 51 of this Draft Prospectus

Interest in the property of Our Company:

Our Promoters do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Draft Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

Other Interests in our Company



For transactions in respect of loans and other monetary transactions entered in past please refer Note Z - ***“Related Party Disclosure”*** on page 174 forming part of ***“Financial Information of the Company”*** of this Draft Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to ***“Statement of Financial Indebtedness”*** and ***“Financial Information of Our Company”*** on page 182 and 141 respectively of this Draft Prospectus.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph ***“Compensation of our Managing Director”*** in the chapter titled ***“Our Management”*** beginning on page 122 also refer Note Z - ***Related Party Transactions*** on page 174 forming part of ***“Financial Information of the Company”*** and Paragraph on ***“Interest of Promoter”*** in chapter titled ***“Our Promoters and Promoter Group”*** on page 136 of this Draft Prospectus.

Companies/Firms with which our Promoters have disassociated in the last (3) three years

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Prospectus.

Other ventures of our Promoter

Save and except as disclosed in this section titled ***“Our Promoter & Promoter Group”*** beginning on page 136 of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoter

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled ***“Outstanding Litigations and Material Developments”*** beginning on page 197 of this Draft Prospectus.

Experience of Promoters in the line of business

Our Promoter, Mr. Kuldeep Gupta and Mr. Navdeep Gupta have an experience of around 31 years each in the pharmaceutical business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions

For the transactions with our Promoter Group entities please refer to section titled ***“Note Z - Related Party Disclosure”*** on page 174 of this Draft Prospectus.

Except as stated in ***“Note Z - Related Party Disclosure”*** beginning on page 174 of this draft Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship with Promoter	Mr. Kuldeep Gupta
Father	Mr. Raj Kumar Gupta



Mother	Mrs. Savitri Gupta
Spouse	Mrs. Aruna Gupta
Brother	Mr. Navdeep Gupta
Sister	Mrs. Poonam Gupta
Son	Mr. Ashwin Gupta
Daughter	Mrs. Ayushi Gupta
Spouse's Father	Mr. Ram Niwas Gupta
Spouse's Mother	Mr. Bhagwati Devi Gupta
Spouse's Brother	Mr. Om Prakash Gupta and Mr. Arvind Gupta
Spouse's Sister	-

Relationship with Promoter	Mr. Navdeep Gupta
Father	Mr. Raj Kumar Gupta
Mother	Mrs. Savitri Gupta
Spouse	Mrs. Neelam Gupta
Brother	Mr. Kuldeep Gupta
Sister	Mrs. Poonam Gupta
Son	Mr. Varun Gupta
Daughter	Mrs. Vrinda Gupta and Ms. Vedika Gupta
Spouse's Father	Mr. Sant Kumar Mittal
Spouse's Mother	Mrs. Sureshni Mittal
Spouse's Brother	Mr. Girish Mittal
Spouse's Sister	Mrs. Renu Ganeriwala and Mrs. Neeta Choudhary

2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Entities
1	Any Body Corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	<ol style="list-style-type: none"> Orchid Medicare Pvt Ltd. Pacific Global Ltd. Uppasana Constructions Pvt. Ltd. Vivek Construction Pvt. Ltd. Sunrise Shelter Pvt. Ltd. Uppasana Farms & Developers Pvt. Ltd. Maxwell Consumer Links Private Limited Caterpillar Realty Spaces Private Limited Kaamdhenu Urja Biotech Private Limited Nova Infrastructures Private Limited Goldstone Realty Ventures Private Limited R. D. G. Industries Private Limited
2	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	-
3	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	<ol style="list-style-type: none"> Raj Kumar Gupta HUF Kuldeep Gupta HUF Navdeep Gupta HUF

OTHER PERSONS INCLUDED IN PROMOTER GROUP:

Mrs. Kanupriya Gupta also forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.



DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the last three financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.



SECTION VI
FINANCIAL INFORMATION OF THE COMPANY

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,

The Board of Directors
Vivek Pharmachem (India) Limited
A-1, Sethi Colony, Jaipur – 302004,
Rajasthan, India.

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **Vivek Pharmachem (India) Limited**, comprising the Restated Statement of Assets and Liabilities as at March 31, 2021, 2020 and 2019, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows for the years ended March 31, 2021, 2020 and 2019, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on 28.09.2021 for the purpose of inclusion in the Draft Prospectus/Prospectus (“Draft Prospectus/Prospectus”) prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (“SME IPO”) prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), 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 Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Jaipur in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We, **R Sogani & Associates, Chartered Accountants**, have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and holds the peer review certificate dated 16.03.2020 valid till 10.01.2024.
4. We have examined such Restated Financial Information taking into consideration:
 - a) the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 02.09.2021 in connection with the proposed IPO of the Company;
 - b) the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and



- d) the requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the period ended 31st March, 2021, 31st March, 2020 and 31st March, 2019 which have been approved by the Board of Directors. The financial statements of the Company for the year ended March 31, 2021 and March 31, 2020 have been audited by us.
6. For the purpose of our examination, we have relied on:
 - a) Auditors' reports issued by us dated 31.08.2021 and 07.12.2020 on the financial statements of the Company as at and for the period ended 31st March, 2021 and 31st March, 2020 respectively as referred in Paragraph 5 above;
 - b) Auditors' report issued by the Previous Auditors i.e. J.P. Gupta & Company, dated 01.09.2019, on the financial statements of the Company as at and for the period ended 31st March, 2019 as referred in Paragraph 5 above.
7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:
 - a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years ended March 31, 2021, 2020 and 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
 - b) in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure IV, prepared by the management and approved by the Board of Directors on 28.09.2021 for the years ended March 31, 2021, 2020 and 2019.

Annexure IV - Notes to the Restated Summary Financial Information:

- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
- b) Restated Statement of Long Term Borrowings as appearing in Note B to this report;
- c) Restated Statement of principal terms of Secured Loans and Unsecured loans and Assets charged as security as appearing in Note B1 & B2 to this report;
- d) Restated Statement of Deferred Tax (Assets)/Liabilities as appearing in Note C to this report;
- e) Restated Statement of Long Term Provisions as appearing in Note D to this report;
- f) Restated Statement of Short Term Borrowings as appearing in Note E to this report;
- g) Restated Statement of Trade Payables as appearing in Note F to this report;
- h) Restated Statement of Other Current Liabilities as appearing in Note G to this report;
- i) Restated Statement of Short Term Provisions as appearing in Note H to this report;
- j) Restated Statement of Property, Plant & Equipment as appearing in Note I to this report;
- k) Restated Statement of Non-Current Investments as appearing in Note J to this report;
- l) Restated Statement of Long Term Loans and Advances as appearing in Note K to this report;
- m) Restated Statement of Other Non-Current Assets as restated as appearing in Note L to this report;
- n) Restated Statement of Trade Receivables as appearing in Note M to this report;
- o) Restated Statement of Cash and Bank Balances as appearing in Note N to this report;
- p) Restated Statement of Inventories as appearing in Note O to this report;



- q) Restated Statement of Other Current Assets as appearing in Note P to this report;
 - r) Restated Statement of Revenue from Operations as appearing in Note Q to this report;
 - s) Restated Statement of Other Income as appearing in Note R to this report;
 - t) Restated Statement of Cost of Material Consumed as appearing in Note S to this report;
 - u) Restated Statement of Changes in Inventories of Finished Goods as appearing in Note T to this report ;
 - v) Restated Statement of Employee Benefit Expense as appearing in Note U to this report;
 - w) Restated Statement of Finance Cost as appearing in Note V to this report;
 - x) Restated Statement of Depreciation & Amortization as appearing in Note W to this report;
 - y) Restated Statement of Other expenses as appearing in Note X to this report;
 - z) Contingent Liabilities as appearing in Note Y to this report ;
 - aa) Related Party Disclosure as appearing in Note Z to this report;
 - bb) Capitalization statement as appearing in Note AA to this report;
 - cc) Restated Statement of Mandatory Accounting Ratios as appearing in Note AB to this report ;
 - dd) Restated Statement of Segment Information as appearing in Note AC to this report ;
 - ee) Restated Statement of Disclosure as per AS-15 - Employee benefits as appearing in Note AD to this report ;
 - ff) Statement of Tax Shelter as appearing in Note AE to this report.
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Jaipur in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
13. In our opinion, the above financial information contained in Annexure I to Annexure IV of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For R Sogani & Associates

Chartered Accountants

FRN: 018755C

Sd/-

Bharat Sonkhiya

Partner

M. No.: 403023

UDIN: 21403023AAABJE2478

Date: 28.09.2021

Place: Jaipur



ANNEXURE-I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in lakhs)

PARTICULARS		NOTES	As at the Year Ended		
			31-03-21	31-03-20	31-03-19
A)	EQUITY AND LIABILITIES				
1.	Shareholders' Funds				
(a)	Share Capital	A	1425.19	1425.19	1425.19
(b)	Reserves and Surplus	A	3531.12	2843.60	2011.89
			4956.31	4268.79	3437.08
2.	Non-Current Liabilities				
(a)	Long Term Borrowings	B	2585.87	2536.99	3049.10
(b)	Deferred Tax Liabilities (Net)	C	740.66	853.71	881.03
(c)	Long Term Provisions	D	53.12	52.91	45.71
			3379.65	3443.62	3975.85
3.	Current Liabilities				
(a)	Short Term Borrowings	E	-	716.07	1508.03
(b)	Trade Payables	F			
	(A) total outstanding dues of micro, small and medium Enterprises		1027.94	500.63	476.00
	(B) total outstanding dues of creditors other than micro, small and medium enterprises		2081.28	4608.69	2724.22
(c)	Other Current Liabilities	G	784.80	1209.28	1155.42
(d)	Short Term Provisions	H	142.56	173.28	121.97
			4036.58	7207.95	5985.63
	Total		12372.55	14920.36	13398.57
B)	ASSETS				
1.	Non-Current Assets				
(a)	Property, Plant and Equipment				
	I) Tangible Assets	I	4197.24	4849.67	5385.16
	II) Intangible Assets		-	-	-
	III) Capital work in progress	I	2.25	-	-
(b)	Non-Current Investment	J	-	0.01	0.01
(c)	Long Term Loans and Advances	K	330.01	213.13	431.56
(d)	Other Non-Current Assets	L	-	5.20	5.20
			4529.49	5068.01	5821.93
2.	Current Assets				
(a)	Inventories	O	973.32	1380.03	1598.53
(b)	Trade Receivables	M	4928.94	7176.70	4868.87
(c)	Cash and Bank Balance	N	662.17	209.39	165.54
(d)	Other Current Assets	P	1278.62	1086.23	943.69
			7843.05	9852.35	7576.63
	Total		12372.55	14920.36	13398.57

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.



ANNEXURE-II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in lakhs)

PARTICULARS		Notes	For the Year ended		
			31-03-21	31-03-20	31-03-19
1	Revenue From Operations	Q	14886.57	21117.90	13423.07
2	Other Income	R	65.29	12.30	48.76
	Total Revenue (1+2)		14951.86	21130.21	13471.83
3	Expenditure				
(a)	Cost of Material consumed	S	9677.17	14340.83	8972.80
(b)	Change In Inventories of Finished Goods	T	338.13	40.20	(177.09)
(c)	Employee Benefit Expenses	U	832.15	889.02	743.29
(d)	Finance Cost	V	445.24	714.07	605.22
(e)	Depreciation and Amortisation Expenses	W	719.64	783.69	792.91
(f)	Other Expenses	X	2248.03	3387.08	1843.56
4	Total Expenditure (3(a) to 3(f))		14260.36	20154.88	12780.70
5	Profit/(Loss) Before Exceptional & extraordinary items & Tax		691.50	975.32	691.13
6	Exceptional item and Extraordinary item		-	-	-
7	Profit/(Loss) Before Tax (5-6)		691.50	975.32	691.13
8	Tax Expense:				
(a)	Current Tax	AE	(117.03)	(170.93)	(144.24)
(b)	Deferred Tax	C	113.05	27.32	194.82
9	Profit/(Loss) for the Year (7-8)		687.52	831.71	741.71
10	Earnings Per equity share (Basic & Diluted)		4.82	5.84	5.20

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.



ANNEXURE-III
RESTATED STATEMENT OF CASH FLOWS (Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
A) CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax as per Statement of Profit & Loss	691.50	975.32	691.13
Adjusted for :			
Depreciation	719.64	783.69	792.91
Finance Cost	445.24	714.07	605.22
Provision for Gratuity	2.53	9.72	8.93
Profit on sale of assets	(1.25)	-	-
Interest Income	(64.04)	(12.30)	(48.76)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1793.62	2470.50	2049.42
Movements in working capital:			
Decrease/(increase) in inventories	406.71	218.50	(157.59)
Decrease/(increase) in trade receivables	2247.75	(2307.82)	199.89
Decrease/(increase) in other current assets	(192.40)	(142.54)	(122.57)
Increase/(decrease) in trade payables	(2000.10)	1909.11	(403.98)
Increase/(decrease) in other current liabilities	(424.48)	53.86	145.51
Increase/(Decrease) in Short Term Provisions	(40.76)	33.19	(35.25)
Increase/(Decrease) in Short Term Borrowings	(716.07)	(791.96)	248.07
Cash generated from / (used in) operations	1074.27	1442.83	1923.51
Less: Income Tax Paid (previous year)	(109.30)	(155.34)	(131.79)
NET CASH FLOW FROM OPERATING ACTIVITIES	964.97	1287.49	1791.71
B) CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant & Equipments	(68.71)	(289.27)	(912.23)
Decrease in other non-current assets	5.20	-	(1.91)
Proceeds from sale of Property, Plant & Equipments	2.75	41.06	-
Interest received	64.04	12.30	48.76
Increase in Capital Work-in-Progress	(2.25)	-	-
Decrease in Non-Current Investments	0.01	-	-
Decrease/(increase) in long term loans and advances	(116.87)	218.43	(116.36)
NET CASH FLOW FROM INVESTING ACTIVITIES	(115.83)	(17.47)	(981.73)
C) CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) of Long Term Borrowings	48.88	(512.11)	(190.37)
Finance Cost	(445.24)	(714.07)	(605.22)
NET CASH FLOW FROM FINANCING ACTIVITIES	(396.36)	(1226.17)	(795.59)
Net increase/ (decrease) in cash and cash equivalents	452.78	43.85	14.39
Cash and cash equivalents at the beginning of the year	209.39	165.54	151.15
Cash and cash equivalents at the end of the year	662.17	209.39	165.54
Components of cash and cash equivalents			
Cash on Hand	3.67	4.53	2.00
Balances with Scheduled Banks in Current A/c	397.81	1.69	1.34
Fixed Deposits with Banks	221.18	203.17	162.21
Bank of Baroda - Cash Credit A/c	9.68	-	-
HDFC Bank - Cash Credit A/c	29.83	-	-
Total cash and cash equivalents	662.17	209.39	165.54

Note - Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.



ANNEXURE – IV

SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION

COMPANY OVERVIEW

Vivek Pharmachem (India) Limited (the “Company”) was incorporated on January 29, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Jaipur. The Company’s registered office is situated at A-1, Sethi Colony Jaipur, Rajasthan - 302004. The company is primarily involved in the manufacturing and sale of pharmaceuticals and power.

I. SIGNIFICANT ACCOUNTING POLICIES

A) Basis of preparation of Financial Statements

The restated financial statements are prepared under historical cost convention on an accrual basis in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and other pronouncements of ICAI. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of goods & services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

C) Accounting Convention

The company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. Revenue Recognition

- a. Income is accounted for on accrual basis in accordance with the accounting standard (AS) 9 “Revenue recognition” which provides that where there is no reasonable certainty, the recognition of income be postponed.
- b. Sale of pharmaceuticals is recognized when the goods are dispatched from the factory.
- c. Sale of power is recognized in the month of generation and transmission thereof.



- d. Claims lodged with insurance companies are recognized in the accounts to the extent they are measurable with reasonable certainty of acceptance. Excess/shortfall is adjusted in the year of receipt.
- e. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

2. Property Plant and Equipment

Freehold land is carried at historical cost and is not depreciated.

All other items of property, plant and equipment are stated at historical cost net of recoverable taxes and include amounts added on revaluation, less accumulated depreciation, and impairment loss, if any.

Historical cost includes expenditure that is directly attributable to the acquisition or the cost of bringing the asset to its working condition for its intended use.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance and its cost can be measured reliably. All other expenses on existing Property, Plant and Equipment, including day-to-day repairs and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets derecognized. Capital work- in progress is stated at cost.

Depreciation on property, plant and equipment has been provided on written down value method on the basis of useful life prescribed in Schedule II to the Companies Act, 2013.

3. Inventories

Finished goods are valued at lower of cost and net realizable value. Cost comprises of cost of purchase, cost of conversion and other cost including manufacturing overheads incurred in bringing them to their respective present condition and location.

Raw material and spares are valued at landed cost.

Weighted average method is used for valuation of inventories of Finished Goods, Raw Material and Packing Material.

4. Employee Benefits

Short term Employee Benefits

Short term Employee Benefits (benefits which are payable within 12 months after end of the period in which employees render service) are measured at cost and are recognized in the period in which the employee renders the related services.

Long Term Employee Benefits

- **Defined Contribution Plan:**

Contribution to provident fund; pension scheme and employees state insurance are made in accordance with the Statute and are recognized as an expense when employees have render service entitling them to the Contribution.

- **Defined Benefit Plan:**

The present value of obligation is determined based on actuarial valuation as at Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.



Actuarial Gains & Losses in respect of post-employment and other long term benefits are charged to the Statement of profit and loss.

5. Leases

Operating Lease - as Lessee: Lease rentals in respect of assets taken on “Operating Lease” are charged to Statement of Profit and Loss on a straight-line basis over the lease term.

6. Accounting for Investments

Long-term investments are stated at cost less provision for diminution other than temporary, if any, in value of such investments. Current investments are valued at lower of cost and fair value.

7. Foreign currency transactions

Transactions in foreign currency are recorded at exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the exchange rate prevailing on the balance date. Non-monetary foreign currency items are carried at cost. Exchange differences arising on settlement of transaction and/or restatements are dealt with in the Statement of profit and loss.

8. Borrowing Cost

Borrowing cost includes interest. Such costs directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset as per Accounting Standard – 16 “Borrowing Cost”.

All other borrowing costs are expensed in the period they occur.

9. Taxes on Income

Tax expense comprises 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 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

10. Segment reporting

The accounting policies adopted by the Company for segmental reporting are in line with the Accounting Standard 17 – “Segment reporting”.

Primary segment:

Business segment: The Company has two reportable business segments viz:



- Manufacturing and distribution of pharmaceutical products; and
- Generation and transmission of power.

Secondary segment:

Geographical Segment:

The analysis of geographical segment is based on the Geographical location of the customers.

Segment expenses, segment assets and segment liabilities have been allocated to segment on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets, and liabilities which relate to the company as a whole and are not allocable to segments on reasonable basis, have been included under “Unallocated revenue/expenses/assets/liabilities”.

11. Cash Flow Statements

Cash Flow Statements are prepared in accordance with the “indirect method” as explained in the accounting standards on Cash Flow Statements (AS-3). The Cash flow from regular revenue generating (operating), financing and investing activities of the Company is segregated.

12. Earnings Per Share

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

13. Government Grants / Subsidy

Government grants, if any, are accounted when there is reasonable assurance that the enterprise will comply with the conditions attached to them and it is reasonably certain that the ultimate collection will be made.

Capital subsidy in nature of government grants related to specific Property, Plant and Equipment is accounted for where collection is reasonably certain and the same is shown as a deduction from the gross value of the asset concerned in arriving at its book value and accordingly the depreciation is provided on the reduced book value.

14. Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, an impairment loss is recognized wherever the carrying amount of an asset exceed its recoverable amount. The recoverable amount is the higher of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

15. Provisions, Contingent Liabilities & Contingent Assets

A. Provisions

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.



B. Contingent Liabilities

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the notes to financial statements.

16. Delay in supply and late delivery charges:

“Delay in Supply and Late Delivery Charges” are booked on the basis of settlement orders received and are bifurcated into:

- Late delivery charges
- Quality/Risk deductions
- Penalty
- Other deductions

The above charges are booked as and when a reasonable certainty arises that the charges will be incurred and paid. Reasonable certainty for the above is considered to arise as and when the settlement order stating the charges is received by the company.

17. Prior period adjustments

Earlier year items, adjustments/claims, arisen/settled/noted during the year, if material in nature, are debited/credited to prior period expenses/income, else to respective heads of account.

18. Cash and bank balances

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

19. Rounding off Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

20. Related Party Transactions:

Disclosure of transactions with Related Parties, as required by Accounting Standard 18-“Related Party Disclosures” as specified in the Companies (Accounting Standard) Rules 2006 (as amended) are given in the notes to financial statements. Related parties as defined under clause 3 of the Accounting Standard 18 have been identified on the basis of representation made by the management and information available with the company.

II. NOTES TO RESTATED SUMMARY STATEMENTS:

The financial statements for the year ended on 31st March 2019, 2020 and 2021 respectively are prepared as per Schedule III of the Companies Act, 2013:

- 1) Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note-Z of the enclosed financial statements.

2) Director's Remuneration:

(Rs. in Lakhs)

PARTICULARS	For the Year Ended		
	2020-21	2019-20	2018-19
Directors' Remuneration (including sitting fees)	75.60	89.50	72.00
Total	75.60	89.50	72.00

3) Auditor's Remuneration:

(Rs. in Lakhs)

PARTICULARS	For the Year Ended		
	2020-21	2019-20	2018-19
As Auditors Remuneration:			
Audit Fees	2.25	2.25	1.80
Other Matters	-	3.00	-
Total	2.25	5.25	1.80

4) Earnings per Share:

(Rs. in Lakhs)

PARTICULARS	For the Year Ended		
	2020-21	2019-20	2018-19
A. Total Number of equity shares outstanding at the end of the year	1,42,51,946	1,42,51,946	1,42,51,946
B. Weighted average number of equity shares outstanding during the year	1,42,51,946	1,42,51,946	1,42,51,946
C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated)	687.52	831.71	741.71
D. Basic and Diluted earnings per share (Rs.)	4.82	5.84	5.20

- 5) Figures have been rearranged and regrouped wherever practicable and considered necessary.
- 6) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- 7) The balances of trade payables, trade receivables, loans and advances (unsecured and considered good) are subject to confirmations of respective parties concerned.
- 8) Realizations
In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- 9) Contractual liabilities
All other contractual liabilities connected with business operations of the Company have been appropriately provided for.
- 10) Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements
There has been no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2018-19, 2019-20 and 2020-21 which requires adjustments in restated financial statements.
- 11) Material Adjustments
Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.

Statement of Adjustments in the financial statements is presented here below:

(in Rs. Lakhs)

Adjustments for	2020-21	2019-20	2018-19
Net profit/(Loss) after Tax as per Audited Statement of Profit & Loss	703.72	754.17	687.36
Adjustments for:			
Provision for gratuity	46.27	8.04	(8.93)
Inventory Valuation of Finished Goods	-	36.67	69.38
Change due to change in Deferred Tax	(54.76)	48.42	6.34
Change due to change in Provision for Tax	(7.72)	(15.59)	(12.45)
Net Profit/(Loss) After Tax as per Restated Statement of Profit & Loss	687.52	831.71	741.71

- The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits
- Inventory Valuation of Finished Goods has been changed for all years covered for restatement as per AS 2: Inventories.
- Due to changes in gratuity provision and inventory valuation, the deferred tax component and provision for current tax on the same have also been changed.

The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below:-

(in Rs. Lakhs)

Particulars	31-Mar-21	31-Mar-20	31-Mar-19
Equity and Reserves as per Audited Balance sheet	4961.20	4257.47	3503.30
Adjustments for:			
Difference Due to Change in Statement of P&L	115.68	131.89	54.35
Prior period Adjustments (Refer Note below)	(151.45)	(151.45)	(151.45)
Provision for Tax (Opening)	30.88	30.88	30.88
Equity and Reserves as per Re-stated Balance sheet	4956.31	4268.79	3437.08

Note -

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the adjustments relating to periods prior to F.Y. 18-19 have been adjusted in the opening balance of reserves and surplus.

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.



NOTE – A
RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Share Capital			
Authorised Share Capital			
Equity shares of Rs.10 each	20,000,000	20,000,000	15,000,000
Equity Share Capital	2000.00	2000.00	1500.00
Issued, Subscribed and Paid up Share Capital			
Equity Shares of Rs. 10 each fully paid up	14,251,946	14,251,946	14,251,946
Equity Share Capital	1425.19	1425.19	1425.19
Total	1425.19	1425.19	1425.19
Reserves and Surplus			
Revaluation Reserve	0.86	0.86	0.86
General Reserve	151.25	151.25	151.25
Surplus in Restated Statement of Profit and Loss			
Balance as per the last financial statements	2691.49	1859.77	1118.06
Profit for the Year	687.52	831.71	741.71
Balance as at the end of Financial Year	3531.12	2843.60	2011.89

1. Terms/rights attached to equity shares:
 - i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
 - ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The reconciliation of the number of Equity shares outstanding as at: -

PARTICULARS	As at (No. of Shares)		
	31-03-21	31-03-20	31-03-19
Number of shares at the beginning	14,251,946	14,251,946	14,251,946
Add: Bonus Share Issued	-	-	-
Add: Fresh Issue of shares	-	-	-
Number of shares at the end	14,251,946	14,251,946	14,251,946

4. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at		
	31-03-21	31-03-20	31-03-19
Navdeep Gupta			



Number of Shares	3,352,359	3,352,359	3,352,359
Percentage Holding (%)	23.52%	23.52%	23.52%
Kuldeep Gupta			
Number of Shares	3,093,444	3,093,444	3,093,444
Percentage Holding (%)	21.71%	21.71%	21.71%
Savitri Gupta			
Number of Shares	2,230,487	2,230,487	2,230,487
Percentage Holding (%)	15.65%	15.65%	15.65%
Aruna Gupta			
Number of Shares	1,313,907	1,313,907	1,313,907
Percentage Holding (%)	9.22%	9.22%	9.22%
Neelam Gupta			
Number of Shares	1,313,907	1,313,094	1,313,094
Percentage Holding (%)	9.22%	9.21%	9.21%
Kuldeep Gupta HUF			
Number of Shares	937,785	937,785	937,785
Percentage Holding (%)	6.58%	6.58%	6.58%
Navdeep Gupta HUF			
Number of Shares	937,785	937,785	937,785
Percentage Holding (%)	6.58%	6.58%	6.58%

NOTE – B
RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
(a) (Secured)			
(A) Term loans:			
Axis Bank Car Loan - 1	-	12.36	43.46
Axis Bank Car Loan - 2	23.61	34.50	-
Bank of Baroda - Term Loan 484 - Garuda MP Win	161.72	375.44	540.00
Bank of Baroda (TL 19039)-RKB Windmill	164.65	205.13	229.00
Bank of Baroda (TL-1843)-J&K	88.40	110.60	132.80
Bank of Baroda Car Loan	25.81	-	-
BMW India Financial Services Loan - 1	72.97	105.00	-
BMW India Financial Services Loan - 2	72.97	105.00	-
HDFC (Hatuniya Phase II 2x1.5MW)	684.39	-	-
HDFC Car Loan	7.96	11.05	-
HDFC Wind Mill Term Loan (1.25 MW)	56.98	-	-
HDFC Wind Mill Term Loan (1.5 MW)	42.55	-	-
RIICO (Hatuniya Phase II 2x1.5MW)	-	806.65	962.33
RIICO Ltd. - Corporate Loan	-	225.00	450.00
RIICO Solar Power Project Term Loan	-	117.44	228.49
RIICO Wind Mill Term Loan (1.25 MW)	-	100.00	150.00
RIICO Wind Mill Term Loan (1.5 MW)	-	104.12	174.11



Total(A)	1402.02	2312.28	2910.18
(B) Working Capital loan:			
Bank of Baroda ECGLS Working Capital Loan	431.00	-	-
HDFC ECGLS Working Capital Loan	187.62	-	-
Total(B)	618.62	-	-
Total (A+B)	2020.63	2312.28	2910.18
(-) Current Maturities of Long Term Debts shown in Current Liabilities	636.22	936.93	877.42
Total (a)	1384.41	1375.35	2032.76
(b) Loans and advances from directors & shareholders (Unsecured)			
(A) From Directors:			
Navdeep Gupta	81.67	58.69	56.74
Kuldeep Gupta	119.60	126.04	82.54
Savitri Gupta	155.78	148.55	135.67
Total (A)	357.05	333.27	305.35
(B) From Members:			
Aruna Gupta	107.87	-	104.77
Ashwin Gupta	62.27	-	30.39
Neelam Gupta	68.60	-	74.95
Ayushi Gupta	16.79	-	14.11
Vrinda Gupta	23.31	-	19.28
Poonam Gupta	45.52	-	41.42
Anushree Gupta	0.00	-	-
Varun Gupta	39.35	-	19.32
Kanupriya Gupta	-	-	0.96
Raj Kumar Gupta HUF	137.02	-	100.91
Kuldeep Gupta HUF	115.17	-	112.92
Navdeep Gupta HUF	126.47	-	123.02
Total (B)	742.36	-	642.06
(C) From Body Corporate:			
Pacific Global Ltd.	62.60	62.61	62.61
Upasana Constructions Pvt. Ltd.	2.67	2.69	2.69
Vivek Construction Pvt.Ltd.	4.69	730.96	1.87
Orchid Medicare Pvt. Ltd.	27.84	27.85	27.86
Sunrise Shelters Pvt. Ltd.	4.25	4.26	4.31
Total (C)	102.04	828.37	99.34
(b) Total (A+B+C)	1201.46	1161.64	1016.35
Total (a+b)	2585.87	2536.99	3049.10
Notes:			
1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B1 & B2.			
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.			

**NOTE – B1****(Rs. in lakhs)**

Name of Lender	Purpose	Loan/ Agreement A/c No./Ref. No.	Sanctioned Amount	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2021
Axis Bank Limited	Car Loan	AUR001005070688	35.50	8.96%	Ford Endeavour	36 Months	None	23.61
Bank of Baroda	Term Loan - for purchase of Windmills in MP	01130600018484	1260.00	BRLLR (7.00%) + SP (0.25%) + 2.00% (Revised on an yearly basis)	** Note 1	84 Monthly Installments of Rs. 15Lacs each commenced from April 2015 (Interest Debited Separately)	None	161.72
Bank of Baroda	Term Loan - for purchase of P&M at J&K Unit	01130600018943	155.00			83 Monthly Installments of Rs. 1.85Lacs each commenced from April 2018 & 84th Installment of Rs.1.45Lacs (Interest Debited Separately)	None	88.40
Bank of Baroda	Term Loan - for windmill at Jodhpur	01130600019039	229.00			83 Monthly Installments of Rs. 2.72Lacs each commenced from April 2018 & 84th Installment of Rs.3.24Lacs (Interest Debited Separately)	None	164.65
Bank of Baroda	Cash Credit	01130500000057	3000.00			On Demand	None	(9.68)
Bank of Baroda	Emergency Credit Line Guarantee Scheme (ECLGS)	01130600019985	431.00			Door to Door Tenor is 48 months. Principal shall be paid in 35 Monthly Installment of Rs. 11,97,222/- and	12 Months	431.00



				of 7.5% ROI		36th Installment of Rs. 11,97,230/-		
Bank of Baroda	Car Loan	01130600019305	32.50	7.35%	Mini Cooper Countryman Vehicle	36 Months	None	25.81
BMW India Financial Services	Car Loan	CN00182984	105.00	8.65%	BMW 7 Series 730Ld DPE Signature	36 Months	None	72.97
BMW India Financial Services	Car Loan	CN00182980	105.00	8.65%	BMW 7 Series 730Ld DPE Signature	36 Months	None	72.97
HDFC Bank	Term Loan (Taken over from RIICO)	84926706	729.00	7.9% (Reviewed Annually)	** Note 2	55 Months of Rs. 15,84,178/- each commenced from Dec-2020	None	684.39
HDFC Bank	Term Loan (Taken over from RIICO)	84926592	75.00			16 Months of Rs. 4,95,411/- each commenced from Dec-2020	None	56.98
HDFC Bank	Term Loan (Taken over from RIICO)	84926588	70.00			10 Months of Rs. 7,25,596/- each commenced from Dec-2020	None	42.55
HDFC Bank	Cash Credit	84903253	1000.00			On Demand	None	(29.83)
HDFC Bank	Emergency Credit Line Guarantee Scheme (ECLGS)	84903253	187.62			Door to Door Tenor is 48 months. EMI's shall be paid in 35 (13 - 47) Monthly Installment of Rs. 5,90,084/- and 48th Installment of Rs. 3,29,205/-	12 Months	187.62
HDFC Bank	Car Loan	110855359	11.05	8.50%	Volkswagen Vento	36 Months of Rs. 34,869/- each commencing from May 2020	None	7.96



Note 1:

1. 1st Pari-Passu charge by way of hypothecation of entire raw material, stock in process, stock in trade, stores & Spares, packing material, finished goods & Book Debts of the company, both present & future.
2. Exclusive 1st Charge by way of hypothecation of SUZLON make 1500KW Wind Turbine Generator (WTG) - 2 Sets (Exclusive Charge with Bank of Baroda).
3. Cash Margin @10% on BG & LC.
4. Exclusive 1st Charge by way of negative lien on agricultural land admeasuring 0.636 hectares situated at Survey No. 750, Village Katlar, Patvari Halka No.15, Tehsil Daloda, Dist. Mandsor (MP) & agricultural property admeasuring 0.418 hectares situated at Survey No. 79/2, Patvari Halka No.13, Village Garoda, Tehsil Daloda, Dist. Mandsor (MP) along with construction of foundation & other civil works aliwn in respect of installation of 02 unit of Wind Turbine Generator.
5. Exclusive 1st Charge by way of hypothecation of entire plant & machinery & misc. moveable fixed assets at Jammu Unit of the company, both present & future.
6. Exclusive 1st charge by way of hypothecation of plant & machinery (incl. mortgage of allotted land) and misc. fixed assets under Term Loan -III for windmill at Jodhpur.
7. Exclusive 1st charge by way of equitable mortgage of factory land & building situated at Khasra No. 54, 55, 54/2/1, NH-8, Chimanpura, Amer, Jaipur admeasuring 22583.64 sq. meters in the name of the company.
8. Exclusive 1st charge by way of equitable mortgage of factory land & building situated at NH Bari Brahmana, Jammu (J&K).
9. Exclusive 1st charge by way of hypothecation of entire plant & machinery, electrical installation, electric & lab equipment, office equipment, furniture & fixtures & other misc. fixed assets lying at Jaipur Unit of the company, both Jaipur & Jammu.
10. Personal Guarantee of Mr. Kuldeep Gupta, Mr. Navdeep Gupta, Mrs. Savitri Gupta, Mrs. Aruna Gupta & Mrs. Neelam Gupta.

Note 2:

1. Personal Guarantee of Mr. Kuldeep Gupta, Mr. Navdeep Gupta, Mrs. Savitri Gupta, Mrs. Aruna Gupta & Mrs. Neelam Gupta.
2. Collateral of Residential Properly Plot. No B-21, Raja Park, Adarsh Nagar, Sindhi Colony, 302004 - owned by Vivek Constuctions (Pvt.) Ltd.
3. Collateral of Residential Properly Plot. No A-29, Vidhyalaya Marg, Tilak Nagar, Jaipur, 302004 - owned by Uppasana Constuctions (Pvt.) Ltd.
4. Pari passu charge over hypothecation of Stock, Book Debts of the Company.
5. Cash Margin @10% on BG & LC.



NOTE – B2

(Rs. in lakhs)

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	Outstanding amount as on 31.03.2021
Navdeep Gupta	Business Loan	12.00%	*Refer Note	81.67
Kuldeep Gupta	Business Loan	12.00%	*Refer Note	119.60
Savitri Gupta	Business Loan	12.00%	*Refer Note	155.78
Ashwin Gupta	Business Loan	12.00%	1 Year & 15 Days	62.27
Aruna Gupta	Business Loan	12.00%	1 Year & 15 Days	107.87
Varun Gupta	Business Loan	12.00%	1 Year & 15 Days	39.35
Vrinda Gupta	Business Loan	12.00%	1 Year & 15 Days	23.31
Neelam Gupta	Business Loan	12.00%	1 Year & 15 Days	68.60
Ayushi Gupta	Business Loan	12.00%	1 Year & 15 Days	16.79
Poonam Gupta	Business Loan	12.00%	1 Year & 15 Days	45.52
Kuldeep Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	115.17
Raj Kumar Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	137.02
Navdeep Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	126.47
Pacific Global Ltd.	Business Loan	0.00%	*Refer Note	62.60
Upasana Constructions Pvt. Ltd.	Business Loan	0.00%	*Refer Note	2.67
Vivek Construction Pvt.Ltd.	Business Loan	12.00%	*Refer Note	4.69
Orchid Medicare Pvt. Ltd.	Business Loan	0.00%	*Refer Note	27.84
Sunrise Shelters Pvt. Ltd.	Business Loan	0.00%	*Refer Note	4.25

*Note: The said unsecured loans do not have any defined term of repayment.

NOTE – C

RESTATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
(A) Opening Balance of Deferred Tax (Asset) / Liability	853.71	881.03	1075.86
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	759.18	872.36	896.14
(DTA) / DTL on account of gratuity provision	(18.52)	(18.65)	(15.11)
Closing Balance of Deferred Tax (Asset) / Liability (B)	740.66	853.71	881.03
Current Year Provision (B-A)	(113.05)	(27.32)	(194.82)

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – D

RESTATEMENT OF LONG TERM PROVISION

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Provision for Gratuity	53.12	52.91	45.71
Total	53.12	52.91	45.71

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – E
RESTATED STATEMENT OF SHORT TERM BORROWINGS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Secured			
Loan Repayable on Demand			
From Banks			
Bank of Baroda - CC Limit	-	(188.56)	1508.03
HDFC Bank - CC Limit	-	904.63	0.00
Total	-	716.07	1508.03

Note:

1. Company is availing Working Capital Limits under Multiple Banking from Bank of Baroda & HDFC Bank. Working Capital Limits by Bank of Baroda aggregating of Rs. 50.00 crores (Fund Based Working Capital Limits of Rs. 30.00 crores and Non Fund Based Working Capital limit of Rs. 20.00 crores) are secured by way of -
 - i. Pari passu charge over hypothecation of Stock, Book Debts of the Company.
 - ii. Pari passu charge over Equitable Mortgage over Land & Building situated at Khasra No. 54, 55 & 54/2/1, NH-8 Chimanpura, Amer, Jaipur.
 - iii. Pari passu charge over Registered Mortgage over Land & building situated NH Bari Brahmana, Jammu (J&K)
 - iv. Pari passu charge over Hypothecation of Plant & Machinery and Miscellaneous Fixed Assets of the company at Amer Unit and Jammu Unit.

***The rate of interest is 9.25%.**

Working Capital Limits by HDFC Bank aggregating of Rs. 18.30 crores (Fund Based Working Capital Limits of Rs. 10.00 crores and Non Fund Based Working Capital limit of Rs. 8.30 crores) are secured by way of –

- i. Pari passu charge over hypothecation of Stock, Book Debts of the Company.

*The rate of interest is 7.9%.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B1 & B2.

NOTE – F
RESTATED STATEMENT OF TRADE PAYABLES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Trade Payables			
For Goods & Services			
Total outstanding dues of micro, small and medium Enterprises	1027.94	500.63	476.00
Total outstanding dues of creditors other than micro, small and medium enterprises	2081.28	4608.69	2724.22
Total	3109.22	5109.32	3200.22

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – G
RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Other Current Liabilities			
Current Maturities of Long Term Debts	636.22	936.93	877.42
Sundry Creditors for Expenses	0.14	1.01	-
Interest accrued but not due	4.90	43.42	55.78
TDS Payable	54.12	72.09	41.23
Outstanding Liability	88.28	153.80	175.63
GST Liability Register	1.13	2.03	5.37
Total	784.80	1209.28	1155.42

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – H
RESTATED STATEMENT OF SHORT TERM PROVISIONS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Short Term Provisions			
Provision for Income Tax	114.19	152.50	113.36
Provision for Bonus	14.93	9.65	-
Provision for Gratuity	13.45	11.13	8.60
Total	142.56	173.28	121.97

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – I
RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT

FY 2018-19

(Rs. in lakhs)

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at 01/04/2018	Additions	Subtraction	As at 31/03/2019	Total Upto 01/04/2018	During the year	Adj.	Total upto 31/03/2019	As on 31/03/2019	As on 31/03/2018
AT JAIPUR										
Land	47.27	-	-	47.27	-	-	-	-	47.27	47.27
Building	340.99	-	-	340.99	281.06	5.53	-	286.58	54.40	59.93
Plant & Machinery	685.22	32.75	-	717.97	553.93	19.92	-	573.84	144.12	131.29
Plant & Machinery (Rooftop - Capitative)	-	124.95	-	124.95	-	2.62	-	2.62	122.33	-
Electric Installation	71.23	-	-	71.23	67.63	0.01	-	67.63	3.60	3.60
Office equipments	9.09	-	-	9.09	8.35	0.16	-	8.51	0.57	0.73
Tubewell	5.60	-	-	5.60	5.32	-	-	5.32	0.28	0.28
Furniture & Fixtures	14.41	-	-	14.41	11.04	0.73	-	11.77	2.64	3.37
Computer	22.87	1.75	-	24.62	19.60	1.28	-	20.88	3.74	3.27
Computer Software	-	-	-	-	-	-	-	-	-	0.00
Vehicles	144.44	-	-	144.44	95.88	15.19	-	111.07	33.37	48.56
Cycles	-	-	-	-	-	-	-	-	-	0.00
Total	1341.12	159.45	-	1500.56	1042.81	45.43	-	1088.24	412.32	298.31
POWER PROJECT										
Land	76.41	12.18	-	88.59	-	-	-	-	88.59	76.41
Plant & Machinery	8500.21	737.99	-	9238.20	4094.80	664.49	-	4759.28	4478.92	4405.42
Total	8576.63	750.17	-	9326.79	4094.80	664.49	-	4759.28	4567.51	4481.83
At J&K										
Factory Land	36.37	-	-	36.37	-	-	-	-	36.37	36.37
Building	298.22	-	-	298.22	197.25	9.46	-	206.71	91.50	100.97



Vivek Pharmachem (India) Limited

Tubewell	1.96	-	-	1.96	1.86	-	-	1.86	0.10	0.10
Plant & Machinery	918.62	2.61	-	921.23	625.02	57.62	-	682.64	238.59	293.59
Electric Installation	54.72	-	-	54.72	51.98	-	-	51.98	2.74	2.74
Office equipments	2.87	-	-	2.87	2.72	-	-	2.72	0.14	0.14
Furniture & Fixtures	5.68	-	-	5.68	5.19	0.06	-	5.25	0.43	0.49
Computer	5.00	-	-	5.00	4.67	-	-	4.67	0.33	0.33
Computer Software	-	-	-	-	-	-	-	-	-	-
Vehicles	85.65	-	-	85.65	34.67	15.86	-	50.52	35.13	50.99
P&M - WIP	-	-	-	-	-	-	-	-	-	-
Total	1409.09	2.61	-	1411.70	923.38	82.99	-	1006.37	405.33	485.71
Grand Total	11326.83	912.23	-	12239.06	6060.98	792.91	-	6853.89	5385.16	5265.84

F.Y. 2019-20

PARTICULARS	Gross Block			As at 31/03/2020	Depreciation				Net Block	
	As at 01/04/2019	Additions	Subtraction		Total Upto 01/04/2019	During the year	Adj.	Total upto 31/03/2020	As on 31/03/2020	As on 31/03/2019
AT JAIPUR										
Land	47.27	-	-	47.27	-	-	-	-	47.27	47.27
Building	340.99	-	-	340.99	286.58	5.02	-	291.60	49.39	54.40
Plant & Machinery	717.97	-	-	717.97	573.84	21.36	-	595.20	122.77	144.12
Plant & Machinery (Rooftop - Capitative)	124.95	-	-	124.95	2.62	22.17	-	24.79	100.16	122.33
Electric Installation	71.23	-	-	71.23	67.63	0.01	-	67.65	3.59	3.60
Office equipment's	9.09	-	-	9.09	8.51	0.07	-	8.59	0.50	0.57
Tubewell	5.60	-	-	5.60	5.32	-	-	5.32	0.28	0.28
Furniture & Fixtures	14.41	-	-	14.41	11.77	0.54	-	12.31	2.10	2.64
Computer	24.62	-	-	24.62	20.88	1.96	-	22.84	1.78	3.74



Vivek Pharmachem (India) Limited

Computer Software	-	-	-	-	-	-	-	-	-	-
Vehicles	144.44	289.27	-	433.71	111.07	15.66	-	126.73	306.98	33.37
Cycles	-	-	-	-	-	-	-	-	-	-
Total	1500.56	289.27	-	1789.83	1088.24	66.79	-	1155.03	634.80	412.32
POWER PROJECT										
Land	88.59	-	-	88.59	-	-	-	-	88.59	88.59
Plant & Machinery	9238.20	-	-	9238.20	4759.28	655.51	-	5414.79	3823.41	4478.92
Total	9326.79	-	-	9326.79	4759.28	655.51	-	5414.79	3912.00	4567.51
At J&K							-			
Factory Land	36.37	-	-	36.37	-	-	-	-	36.37	36.37
Building	298.22	-	-	298.22	206.71	8.57	-	215.29	82.93	91.50
Tubewell	1.96	-	-	1.96	1.86	-	-	1.86	0.10	0.10
Plant & Machinery	921.23	-	41.06	880.17	682.64	41.85	-	724.49	155.68	238.59
Electric Installation	54.72	-	-	54.72	51.98	-	-	51.98	2.74	2.74
Office equipments	2.87	-	-	2.87	2.72	-	-	2.72	0.14	0.14
Furniture & Fixtures	5.68	-	-	5.68	5.25	0.04	-	5.29	0.39	0.43
Computer	5.00	-	-	5.00	4.67	0.08	-	4.75	0.25	0.33
Computer Software	-	-	-	-	-	-	-	-	-	-
Vehicles	85.65	-	-	85.65	50.52	10.85	-	61.38	24.28	35.13
P&M - WIP	-	-	-	-	-	-	-	-	-	-
Total	1411.70	-	41.06	1370.64	1006.37	61.40	-	1067.77	302.87	405.33
Grand Total	12239.06	289.27	41.06	12487.26	6853.89	783.69	-	7637.59	4849.67	5385.16

F.Y. 2020-21

PARTICULARS	Gross Block				Depreciation				Net Block	
	As at 01/04/2020	Additions	Subtraction	As at 31/03/2021	Total Upto 01/04/2020	During the year	Adj.	Total upto 31/03/2021	As on 31/03/2021	As on 31/03/2020



Vivek Pharmachem (India) Limited

AT JAIPUR										
Land	47.27	-	-	47.27	-	-	-	-	47.27	47.27
Building	340.99	5.90	-	346.89	291.60	4.69	-	296.29	50.59	49.39
Plant & Machinery	717.97	13.24	30.00	701.21	595.20	18.19	28.50	584.89	116.32	122.77
Plant & Machinery (Rooftop - Capitative)	124.95	-	-	124.95	24.79	18.13	-	42.92	82.03	100.16
Electric Installation	71.23	-	-	71.23	67.65	0.01	-	67.65	3.58	3.59
Office equipments	9.09	3.87	-	12.96	8.59	0.43	-	9.02	3.94	0.50
Tubewell	5.60	-	-	5.60	5.32	-	-	5.32	0.28	0.28
Furniture & Fixtures	14.41	5.23	-	19.64	12.31	1.70	-	14.01	5.63	2.10
Computer	24.62	2.18	-	26.79	22.84	1.18	-	24.02	2.77	1.78
Computer Software	-	-	-	-	-	-	-	-	-	-
Vehicles	433.71	35.28	-	468.99	126.73	104.20	-	230.93	238.06	306.98
Cycles	0.00	-	-	-	-	-	-	-	-	-
Total	1789.83	65.71	30.00	1825.54	1155.03	148.54	28.50	1275.07	550.47	634.80
POWER PROJECT										
Land	88.59	-	-	88.59	-	-	-	-	88.59	88.59
Plant & Machinery	9238.20	-	-	9238.20	5414.79	527.80	-	5942.59	3295.62	3823.41
Total	9326.79	-	-	9326.79	5414.79	527.80	-	5942.59	3384.21	3912.00
At J&K										
Factory Land	36.37	-	-	36.37	-	-	-	-	36.37	36.37
Building	298.22	-	-	298.22	215.29	7.88	-	223.17	75.05	82.93
Tubewell	1.96	-	-	1.96	1.86	-	-	1.86	0.10	0.10
Plant & Machinery	880.17	3.00	-	883.17	724.49	28.23	-	752.72	130.45	155.68
Electric Installation	54.72	-	-	54.72	51.98	-	-	51.98	2.74	2.74
Office	2.87	-	-	2.87	2.72	-	-	2.72	0.14	0.14



Vivek Pharmachem (India) Limited

equipments										
Furniture & Fixtures	5.68	-	-	5.68	5.29	0.03	-	5.32	0.36	0.39
Computer	5.00	-	-	5.00	4.75	-	-	4.75	0.25	0.25
Computer Software	-	-	-	-	-	-	-	-	-	-
Vehicles	85.65	-	-	85.65	61.38	7.16	-	68.54	17.11	24.28
P&M - WIP	-	5.25	3.00	2.25	-	-	-	-	2.25	-
Total	1370.64	8.25	3.00	1375.89	1067.77	43.31	-	1111.08	264.81	302.87
Grand Total	12487.26	73.96	33.00	12528.22	7637.59	719.64	28.50	8328.73	4199.49	4849.67

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – J
RESTATED STATEMENT OF NON CURRENT INVESTMENTS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
NSC (Pledged with CTO for VAT Registration)	-	0.01	0.01
Total	-	0.01	0.01

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – K
RESTATED STATEMENT OF LONG TERM LOANS AND ADVANCES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Unsecured, Considered Good			
Earnest Money Deposit	281.82	164.95	383.33
Security Deposits	48.19	48.19	48.24
Total	330.01	213.13	431.56

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – L
RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Income Tax Demand in Appeal	-	5.20	5.20
Total	-	5.20	5.20

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – M
RESTATED STATEMENT OF TRADE RECEIVABLES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Trade Receivables			
Unsecured Considered good			
Outstanding for a period exceeding six months from the due date of payment	156.43	100.66	43.33
Others	4772.52	7076.04	4825.54
Total	4928.94	7176.70	4868.87

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – N
RESTATED STATEMENT OF CASH AND BANK BALANCE

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Cash and Bank Balance			
a. Cash and Cash Equivalents			
Cash in Hand	3.67	4.53	2.00
Balances with Banks:	397.81	1.69	1.34
Bank of Baroda-CC A/C	9.68	-	-
HDFC Bank-CC A/C	29.83	-	-
b. Other Bank Balances			
Fixed Deposit Receipts including interest thereon (Maturity over 3 years)	221.18	203.17	162.21
(Held as Margin Money, Security Deposit against Borrowing and Guarantee Given by the company)			
Total	662.17	209.39	165.54

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – O
RESTATED STATEMENT OF INVENTORIES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Raw Material	559.06	574.70	723.84
Packing Material and Consumables	167.68	220.62	249.78
Finished Goods	246.58	584.71	624.91
Total	973.32	1380.03	1598.53

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Refer point no. I(3) of Significant Accounting Policies.

NOTE – P
RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Prepaid Expenses	19.44	20.05	7.43
TDS Receivable	16.67	11.34	6.32
Income Tax Refundables	11.06	11.41	-
Advance Income Tax	100.00	155.00	140.00
Excise Duty Recoverable (Refer Note 1)	70.09	70.09	70.09
Sales Tax Demand Under Protest	-	1.24	1.24
GST Input Credit	776.44	646.82	709.42
GST Cash Ledger	284.92	170.28	9.19
Total	1278.62	1086.23	943.69



Note:

1. Refund amounting to Rs. 70.09 Lakhs is disputed from F.Y. 2019-20 under Customs, Central Excise, Service Tax, Appellate Tribunal.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – Q
RESTATED STATEMENT OF REVENUE FROM OPERATIONS

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Sales of Pharmaceuticals (Indegenous)	15662.11	22818.66	15196.49
Sale of Power	1184.28	1275.67	1356.83
	16846.38	24094.33	16553.32
Less : Inter Location Sales	(291.98)	(533.99)	(1474.99)
Less : GST	(1667.84)	(2442.44)	(1655.27)
Total	14886.57	21117.90	13423.07

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – R
RESTATED STATEMENT OF OTHER INCOME

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Non Related and Recurring Income:*			
Interest from Fixed Deposits	64.04	12.30	48.76
Non Related and Non-Recurring Income:*			
Profit on Sale of Fixed Assets	1.25	-	-
Total	65.29	12.30	48.76

*The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – S
RESTATED STATEMENT OF COST OF MATERIAL CONSUMED

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Raw Material			
Opening Stock	574.70	723.84	791.64
Add: Purchase during the year	8207.97	12116.28	7335.63
	8782.68	12840.12	8127.27
Less: Closing Stock	559.06	574.70	723.84
Total (A)	8223.62	12265.41	7403.44
Packing Material & Consumables			
Opening Stock	220.62	249.78	201.48
Add: Purchase during the year	1400.61	2046.25	1617.67
	1621.23	2296.03	1819.14



Less: Closing Stock	167.68	220.62	249.78
Total (B)	1453.55	2075.42	1569.36
Total (A+B)	9677.17	14340.83	8972.80

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – T
RESTATED STATEMENT OF CHANGE IN INVENTORIES OF FINISHED GOODS

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Opening Stock	584.71	624.91	447.82
Less: Closing Stock	246.58	584.71	624.91
Change in Inventory	338.13	40.20	(177.09)

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – U
RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Salaries & Wages	685.95	710.80	598.37
Staff Welfare Expenses	8.97	11.39	8.92
Director's Remuneration	75.60	89.50	72.00
ESI/PF Contribution	4.17	4.52	4.20
Bonus	54.94	63.08	50.88
Gratuity	2.52	9.72	8.93
Total	832.15	889.02	743.29

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – V
RESTATED STATEMENT OF FINANCE COST

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Interest to Banks	274.26	534.84	474.73
Interest to Others	128.04	115.38	107.82
Bank Charges and Other Finance Expenses	42.94	63.84	22.67
Total	445.24	714.07	605.22

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – W
RESTATED STATEMENT OF DEPRECIATION & AMORTISATION EXPENSES

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Depreciation and Amortisation Expenses	719.64	783.69	792.91
Total	719.64	783.69	792.91



Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – X
RESTATED STATEMENT OF OTHER EXPENSES

(Rs. in lakhs)

PARTICULARS	For the Year ended		
	31-03-21	31-03-20	31-03-19
Manufacturing Expenses			
Analytical Testing Charges	9.72	13.01	10.24
Freight & Cartage (Inward)	70.52	84.47	76.18
Fuel, Electricity and Water Expenses	213.71	247.98	210.99
Handling and Testing Charges	73.32	144.91	42.53
Lenin and Factory Expenses	0.05	0.22	0.90
Laboratory Expenses	3.67	4.40	2.56
Other Manufacturing Expenses	8.23	11.74	10.92
Operation and Maintance (Wind Mills)	235.68	208.68	187.99
Repairs & Maintenance (P & M)	50.23	125.50	72.17
Total (A)	665.14	840.91	614.49
Administrative Expenses			
Books & Periodicals	0.26	0.24	0.47
Consultancy Charges	0.50	1.31	6.85
Conveyance Expenses	9.93	9.22	8.23
Fees & Subscription	1.33	1.68	3.81
Insurance Expenses	15.48	13.80	13.42
Entry Tax Expenses	-	4.06	7.23
Interest on Statutory Taxes & Other Statutory Tax Expenses	17.11	0.04	0.18
Interest on Income Tax & Other Income Tax Expenses	23.65	2.99	9.34
Lease Money	1.22	2.44	1.17
Legal Fees and Expenses	10.83	12.93	22.80
Misc. Expenses	0.20	0.83	1.78
Professional / Technical fees	9.59	14.56	14.12
Office Expenses	1.69	2.19	2.37
Printing and Stationery	2.27	2.83	2.33
Rent	0.96	8.90	14.72
Repairs and Maintenance of Others	19.75	18.27	7.10
Vehicle Maintenance Expenses	6.43	10.73	6.09
ROC Fees	4.15	5.09	0.30
Drug License fees	0.03	-	0.69
Postage & Telephone Expenses	1.86	3.07	3.04
Travelling Expenses - Local	10.67	17.87	15.50
Travelling Expenses - Foreign	-	5.02	4.62
Auditor's Remuneration	2.25	-	1.80
Transportation Charges and Petrol Expenses	3.39	2.90	2.44
Donations	-	-	0.10
CSR Expenditure	16.48	12.41	10.71
Total (B)	160.04	153.38	161.22
Selling & Distribution Expenses			
Discount & Rebates	-	0.30	2.12
Advertisement Expenses	0.66	0.64	0.56



Cartage Outward and Cargo Expenses	232.89	263.79	229.48
Commission on Sales	667.88	1066.03	530.07
Sales Promotion Expenses	14.12	22.44	4.01
Tender Fees	2.17	4.49	2.53
Delay Supply, Expired & Spoiled Replacement	364.90	900.28	299.09
QC Deductions & Risk Purchase Deductions	140.23	134.81	-
Total (C)	1422.85	2392.79	1067.86
Total (A+B+C)	2248.03	3387.08	1843.56

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – Y
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Rs. in lakhs)

PARTICULARS	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Contingent liabilities in respect of:			
Claims against the company not acknowledged as debts (Refer note 1)	21.21	42.76	42.76
Guarantees (Refer note 2)	1796.15	1836.00	1473.89
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for):	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
Total	1817.36	1878.76	1516.64

Note:

1. Claims against the company not acknowledged as debts as on 31-03-2021:

Forum where dispute is pending	Nature of Payment	F.Y.	Amount
Customs, Central Excise, Service Tax, Appellate Tribunal	Demand	2007-08	15.20
Central Excise & Central Goods and Service Tax	Demand	2013-14	6.01

2. Bank has given performance & financial Bank Guarantees to various government undertakings on behalf of the company.

3. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.



NOTE – Z
RELATED PARTY DISCLOSURE

List of Related parties

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Sr. No.	Name of the Person / Entity	Relation
1	Kuldeep Gupta	Director's and KMP's
2	Navdeep Gupta	Director's and KMP's
3	Savitri Gupta	Director
4	Ashwin Gupta	KMP
5	Aruna Gupta	Relatives of KMP's
6	Neelam Gupta	Relatives of KMP's
7	Ayushi Gupta	Relatives of KMP's
8	Vrinda Gupta	Relatives of KMP's
9	Poonam Gupta	Relatives of KMP's
10	Anushree Gupta	Relatives of KMP's
11	Varun Gupta	Relatives of KMP's
12	Kanupriya Gupta	Relatives of KMP's
12	Pacific Global Ltd.	Company in which Directors/ relatives of Directors are interested
13	Upasana Constructions Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
14	Vivek Construction Pvt.Ltd.	Company in which Directors/ relatives of Directors are interested
15	Orchid Medicare Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
16	Sunrise Shelters Pvt. Ltd.	Company in which Directors/ relatives of Directors are interested
17	Raj Kumar Gupta HUF	Firm in which Directors/ relatives of Directors are interested
18	Kuldeep Gupta HUF	Firm in which Directors/ relatives of Directors are interested
19	Navdeep Gupta HUF	Firm in which Directors/ relatives of Directors are interested

Details of Transactions during the Year:

	For the period ended		
	March 31, 2021	March 31, 2020	March 31, 2019
Loans Received			
Navdeep Gupta	49.91	8.03	81.11
Kuldeep Gupta	72.20	8.00	50.32
Savitri Gupta	-		
Ashwin Gupta	0.24	93.40	10.28
Aruna Gupta	58.70	48.00	34.45
Varun Gupta	102.04	-	7.88
Vrinda Gupta	37.05	-	-
Neelam Gupta	-	-	34.15
Ayushi Gupta	-	-	-
Poonam Gupta	15.86	-	-
Anushree Gupta	42.80		
Kanupriya Gupta	-	-	11.50
Kuldeep Gupta HUF	107.00	18.39	12.00
Raj Kumar Gupta HUF	127.30	16.00	11.50
Navdeep Gupta HUF	117.50	15.75	-
Vivek Construction Pvt.Ltd.	10.13	720.88	-
Loans Paid			
Navdeep Gupta	36.67	5.98	84.46
Kuldeep Gupta	92.89	72.20	83.15



Savitri Gupta	9.52	1.50	2.60
Ashwin Gupta	-	135.57	2.91
Aruna Gupta	-	148.97	49.37
Varun Gupta	-	28.36	1.68
Vrinda Gupta	-	20.96	0.10
Neelam Gupta	-	69.30	59.53
Ayushi Gupta	-	15.34	0.13
Poonam Gupta	-	45.84	0.36
Kanupriya Gupta	-	-	29.04
Kuldeep Gupta HUF	-	142.50	4.97
Raj Kumar Gupta HUF	-	127.19	29.31
Navdeep Gupta HUF	-	151.00	0.02
Pacific Global Ltd.	0.02	-	0.02
Upasana Constructions Pvt. Ltd.	0.01	-	0.01
Vivek Construction Pvt.Ltd.	766.21	-	0.01
Orchid Medicare Pvt. Ltd.	0.01	-	0.03
Sunrise Shelters Pvt. Ltd.	0.01	-	-
Remuneration			
Navdeep Gupta	42.00	46.50	36.00
Kuldeep Gupta	33.60	43.00	36.00
Ashwin Gupta	37.00	30.00	12.00
Aruna Gupta	15.00	15.00	14.96
Anushree Gupta	12.00	-	-
Varun Gupta	30.00	24.00	8.98
Neelam Gupta	15.00	16.40	14.96
Interest Paid			
Navdeep Gupta	10.54	7.00	5.44
Kuldeep Gupta	15.40	9.65	11.12
Savitri Gupta	17.85	16.63	15.20
Ashwin Gupta	3.86	6.07	2.85
Aruna Gupta	6.30	12.45	12.46
Varun Gupta	2.49	2.23	1.77
Vrinda Gupta	1.47	1.93	2.14
Neelam Gupta	4.17	7.15	9.27
Ayushi Gupta	1.00	1.44	1.57
Poonam Gupta	2.94	4.20	4.60
Kanupriya Gupta	-	-	14.36
Kuldeep Gupta HUF	8.83	12.49	10.98
Raj Kumar Gupta HUF	10.50	11.42	15.94
Navdeep Gupta HUF	9.70	13.59	-
Vivek Construction Pvt. Ltd.	32.23	9.13	-
Rent Paid			
Savitri Gupta	0.24	0.24	0.24

Amount outstanding at Balance Sheet Date:

	As at the Year Ended		
	March 31, 2021	March 31, 2020	March 31, 2019
Loans:			
Navdeep Gupta	81.67	58.69	56.74
Kuldeep Gupta	119.60	126.04	82.54
Savitri Gupta	155.78	148.55	135.67



Ashwin Gupta	62.27	-	30.39
Aruna Gupta	107.87	-	104.77
Varun Gupta	39.35	-	19.32
Vrinda Gupta	23.31	-	19.28
Neelam Gupta	68.60	-	74.95
Ayushi Gupta	16.79	-	14.11
Poonam Gupta	45.52	-	41.42
Kanupriya Gupta	-	-	0.96
Kuldeep Gupta HUF	115.17	-	112.92
Raj Kumar Gupta HUF	137.02	-	100.91
Navdeep Gupta HUF	126.47	-	123.02
Pacific Global Ltd.	62.60	62.61	62.61
Upasana Constructions Pvt. Ltd.	2.67	2.69	2.69
Vivek Construction Pvt.Ltd.	4.69	730.96	1.87
Orchid Medicare Pvt. Ltd.	27.84	27.85	27.86
Sunrise Shelters Pvt. Ltd.	4.25	4.26	4.31

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – AA CAPITALISATION STATEMENT

(Rs. in lakhs)

PARTICULARS	Pre Issue	Post Issue
Short term Debt (A)	-	-
Long Term Debt (B)	3222.09	3222.09
Total debts (C)	3222.09	3222.09
Shareholders' funds		
Equity share capital	1425.19	*
Reserve and surplus - as restated	3531.12	*
Total shareholders' funds	4956.31	*
Long term debt / shareholders' funds (in %.)	0.65	*
Total debt / shareholders' funds (in %.)	0.65	*

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2021

NOTE – AB
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

PARTICULARS	As At		
	31-03-21	31-03-20	31-03-19
Net Worth (A) (Rs. in Lakhs)	4955.45	4267.93	3436.22
Adjusted Profit after Tax (B) (Rs. in Lakhs)	687.52	831.71	741.71
Number of Equity Share outstanding as on the End of Year (c)	14,251,946	14,251,946	14,251,946
Weighted average no of Equity shares at the time of end of the year (D)	14,251,946	14,251,946	14,251,946
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D)	4.82	5.84	5.20
Return on Net worth (%) (B/A)	13.87%	19.49%	21.59%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	34.77	29.95	24.11
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	34.77	29.95	24.11
EBITDA	1791.09	2460.78	2040.50

Note:

- 1) The ratios have been computed as below:
 - (a) Basic earnings per share (Rs.) : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
 - (b) Diluted earnings per share (Rs.) : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
 - (c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year
 - (d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss but excluding revaluation reserve).
- 4) The figures disclosed above are based on the restated summary statements of the Company.
- 5) EBITDA has been calculated as Profit before tax + Depreciation + Finance Cost - Other Income



NOTE-AC
SEGMENT INFORMATION:

(Rs. in Lakhs)

PARTICULARS	2020-21				2019-20				2018-19			
	Pharma	Power Segment	Others	Total	Pharma	Power Segment	Others	Total	Pharma	Power Segment	Others	Total
Revenue	13702.29	1184.28	-	14886.57	19842.23	1275.67	-	21117.90	12066.24	1356.83	-	13423.07
Other Income	65.29	-	-	65.29	12.30	-	-	12.30	48.76	-	-	48.76
Expenses	12809.56	285.92	-	13095.48	18322.95	334.18	-	18657.13	11194.58	187.99	-	11382.57
Finance cost	-	-	445.24	445.24			714.07	714.07	301.01	304.21	-	605.22
Depreciation & Amortisation	191.85	527.80	-	719.64	128.19	655.51	-	783.69	128.42	664.49	-	792.91
Profit Before Tax				691.50				975.32			-	691.13
Tax Expenses:			-				-				-	
1). Current Tax			-	(117.03)			-	(170.93)			-	(144.24)
2). Deferred Tax			-	113.05			-	27.32			-	194.82
			-				-				-	
Profit/(Loss) For the Year			-	687.52			-	831.71			-	741.71
OTHER INFORMATION												
Segment Assets	7686.47	4097.92	588.16	12372.55	10028.26	4682.88	209.22	14920.36	8919.65	4478.92	-	13398.57
Segment Liabilities	4037.63	1126.63	2251.98	7416.23	5448.09	2039.73	3163.74	10651.57	5171.11	2733.92	2056.46	9961.48
Depreciation and Amortization Expenses	191.85	527.80	-	719.64	128.19	655.51	-	783.69	128.42	664.49	-	792.91

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE-AD: Employee Benefits**

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

Table Showing Changes in Present Value of Obligations:**(Rs. in Lakhs)**

PARTICULARS	01-04-2020 to 31-03-2021	01-04-2019 to 31-03-2020	01-04-2018 to 31-03-2019
Present value of the obligation at the beginning of the period	64.04	54.32	45.39
Interest cost	4.48	3.80	3.18
Current service cost	11.83	11.94	11.01
Past Service Cost	-	-	-
Benefits paid (if any)	-	-	-
Actuarial (gain)/loss	(13.79)	(6.02)	(5.26)
Present value of the obligation at the end of the period	66.56	64.04	54.32

Expenses recognized in the Restated Statement of Profit and Loss:**(Rs. in Lakhs)**

PARTICULARS	01-04-2020 to 31-03-2021	01-04-2019 to 31-03-2020	01-04-2018 to 31-03-2019
Interest cost	4.48	3.80	3.18
Current service cost	11.83	11.94	11.01
Past Service Cost	-	-	-
Expected return on plan asset	-	-	-
Net actuarial (gain)/loss recognized in the period	(13.79)	(6.02)	(5.26)
Expenses to be recognized in P&L	2.52	9.72	8.93

Amount To be recognized in the Balance Sheet:**(Rs. in Lakhs)**

PARTICULARS	As on: 31-03-2021	As on: 31-03-2020	As on: 31-03-2019
Current Liability (Short Term)	13.45	11.13	8.60
Non-Current Liability (Long Term)	53.12	52.91	45.71
Total Liability	66.56	64.04	54.32

Actuarial assumptions provided by the company and employed for the calculations are tabulated:

PARTICULARS	For the period 31-03-2021	For the period 31-03-2020	For the period 31-03-2019
Discount rate	7.00 % per annum	7.00 % per annum	7.00 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14	IALM 2006-08 Ultimate
Expected rate of return	0	0	0
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.	5.00% p.a.



NOTE – AE
RESTATED STATEMENT OF TAX SHELTER

(Rs. in lakhs)

Particulars	As at the Year Ended		
	31-03-21	31-03-20	31-03-19
Restated profit before tax as per books (A)	691.50	975.32	691.13
Tax Rates			
Income Tax Rate (%)	27.82%	29.12%	27.82%
Minimum Alternative Tax Rate (%)	16.69%	17.47%	20.59%
Adjustments:			
Income Considered Separately	(65.29)	(11.95)	-
Disallowed	42.66	29.87	29.25
Book Depreciation	719.64	783.69	792.91
(-)Income Tax Depreciation allowed	451.81	558.56	716.17
Net Adjustment (B)	245.20	243.05	105.99
Income from Other Sources (C)	64.04	11.95	0.00
Deduction under chapter VI (D)	(7.67)	(0.28)	0.00
Taxable Income/(Loss) (A+B+C-D)	993.07	1230.05	797.12
Income Tax on Above	276.27	358.19	221.76
MAT on Book Profit	117.03	170.93	144.24
Tax paid as per normal or MAT	Normal	Normal	Normal
MAT Credit Availed	159.24	187.26	77.52
Total Provision for Tax	117.03	170.93	144.24



OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://vivekpharma.com/>

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Prospectus; or (ii) prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor LM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

2. The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:-

Particulars	For the year ended March 31,		
	2021	2020	2019
Basic & Diluted Earnings per Share	4.82	5.84	5.20
Return on Net Worth (%)	13.87%	19.49%	21.59%
Net Asset Value Per Share (Rs)	34.77	29.95	24.11
Earnings before interest, tax, depreciation and amortization (EBITDA)	1791.09	2460.78	2040.50



Vivek Pharmachem (India) Limited

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,
Vivek Pharmachem (India) Limited
 A-1, Sethi Colony,
 Jaipur – 302004, Rajasthan, India

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Vivek Pharmachem (India) Limited** and based on further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanctioned amount of financial indebtedness, principal terms of security for loan and other related details as on 31st March, 2021 are mentioned below:-

A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

								(Rs. in lakhs)
Name of Lender	Purpose	Loan/ Agreement A/c No./Ref. No.	Sanctioned Amount	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2021
Axis Bank Limited	Car Loan	AUR001005070688	35.50	8.96%	Ford Endeavour	36 Months	None	23.61
Bank of Baroda	Term Loan - for purchase of Windmills in MP	01130600018484	1260.00	BRLLR (7.00%) + SP (0.25%) + 2.00% (Revised on an yearly basis)	** Note 1	84 Monthly Installments of Rs. 15 Lacs each commenced from April 2015 (Interest Debited Separately)	None	161.72
Bank of Baroda	Term Loan - for purchase of P&M at J&K Unit	01130600018943	155.00			83 Monthly Installments of Rs. 1.85 Lacs each commenced from April 2018 & 84th Installment of Rs.1.45 Lacs	None	88.40



						(Interest Debited Separately)		
Bank of Baroda	Term Loan - for windmill at Jodhpur	01130600019039	229.00			83 Monthly Installments of Rs. 2.72 Lacs each commenced from April 2018 & 84th Installment of Rs.3.24Lacs (Interest Debited Separately)	None	164.65
Bank of Baroda	Cash Credit	01130500000057	3000.00			On Demand	None	(9.68)
Bank of Baroda	Bank Guarantee (Non-Fund Based)		1500.00	1.25% (Financial BG) & 1% (Performance BG)			None	1507.88
Bank of Baroda	LC (Convertible to BG) (Non-Fund Based)		500.00				None	
Bank of Baroda	Emergency Credit Line Guarantee Scheme (ECLGS)	01130600019985	431.00	BRLLR + 1% p.a. = 8.00% p.a. subject to maximum of 7.5% ROI		Door to Door Tenor is 48 months. Principal shall be paid in 35 Monthly Installment of Rs. 11,97,222/- and 36th Installment of Rs. 11,97,230/-	12 Months	431.00
Bank of Baroda	Car Loan	01130600019305	32.50	7.35%	Mini Cooper Countryman Vehicle	36 Months	None	25.81
BMW India Financial Services	Car Loan	CN00182984	105.00	8.65%	BMW 7 Series 730Ld DPE Signature	36 Months	None	72.97
BMW India Financial Services	Car Loan	CN00182980	105.00	8.65%	BMW 7 Series 730Ld DPE Signature	36 Months	None	72.97
HDFC Bank	Term Loan (Taken over from RIICO)	84926706	729.00	7.9% (Reviewed Annually)	** Note 2	55 Months of Rs. 15,84,178/- each commenced from Dec-	None	684.39



						2020		
HDFC Bank	Term Loan (Taken over from RIICO)	84926592	75.00			16 Months of Rs. 4,95,411/- each commenced from Dec-2020	None	56.98
HDFC Bank	Term Loan (Taken over from RIICO)	84926588	70.00			10 Months of Rs. 7,25,596/- each commenced from Dec-2020	None	42.55
HDFC Bank	Cash Credit	84903253	1000.00			On Demand	None	(29.83)
HDFC Bank	Emergency Credit Line Guarantee Scheme (ECLGS)	84903253	187.62			Door to Door Tenor is 48 months. EMI's shall be paid in 35 (13 - 47) Monthly Installment of Rs. 5,90,084/- and 48th Installment of Rs. 3,29,205/-	12 Months	187.62
HDFC Bank	Bank Guarantee (Non-Fund Based)	84903253	830.00	1% Commission				288.27
HDFC Bank	Car Loan	110855359	11.05	8.50%	Volkswagen Vento	36 Months of Rs. 34,869/- each commencing from May 2020	None	7.96
Total Fund Based								1981.12
Total Non-Fund Based								1796.15
Grand Total (Fund & Non Fund Based)								3777.27

Note 1:

11. 1st Pari-Passu charge by way of hypothecation of entire raw material, stock in process, stock in trade, stores & Spares, packing material, finished goods & Book Debts of the company, both present & future.
12. Exclusive 1st Charge by way of hypothecation of SUZLON make 1500KW Wind Turbine Generator (WTG) - 2 Sets (Exclusive Charge with Bank of Baroda).
13. Cash Margin @10% on BG & LC.
14. Exclusive 1st Charge by way of negative lien on agricultural land admeasuring 0.636 hectares situated at Survey No. 750, Village Katlar, Patvari Halka No.15, Tehsil Daloda, Dist. Mandsor (MP) & agricultural property admeasuring 0.418 hectares situated at Survey No. 79/2, Patvari Halka No.13, Village Garoda,



Vivek Pharmachem (India) Limited

Tehsil Daloda, Dist. Mandsor (MP) along with construction of foundation & other civil works allwn in respect of installation of 02 unit of Wind Turbine Generator.

15. Exclusive 1st Charge by way of hypothecation of entire plant & machinery & misc. moveable fixed assets at Jammu Unit of the company, both present & future.
16. Exclusive 1st charge by way of hypothecation of plant & machinery (including mortgage of allotted land) and misc. fixed assets under Term Loan -III for windmill at Jodhpur.
17. Exclusive 1st charge by way of equitable mortgage of factory land & building situated at Khasra No. 54, 55, 54/2/1, NH-8, Chimanpura, Amer, Jaipur admeasuring 22583.64 sq. meters in the name of the company.
18. Exclusive 1st charge by way of equitable mortgage of factory land & building situated at NH Bari Brahmana, Jammu (J&K).
19. Exclusive 1st charge by way of hypothecation of entire plant & machinery, electrical installation, electric & lab equipment, office equipment, furniture & fixtures & other misc. fixed assets lying at Jaipur Unit of the company, both Jaipur & Jammu.
20. Personal Guarantee of Mr. Kuldeep Gupta, Mr. Navdeep Gupta, Mrs. Savitri Gupta, Mrs. Aruna Gupta & Mrs. Neelam Gupta.

Note 2:

6. Personal Guarantee of Mr. Kuldeep Gupta, Mr. Navdeep Gupta, Mrs. Savitri Gupta, Mrs. Aruna Gupta & Mrs. Neelam Gupta.
7. Collateral of Residential Properly Plot. No B-21, Raja Park, Adarsh Nagar, Sindhi Colony, 302004 - owned by Vivek Constuctions (Pvt.) Ltd.
8. Collateral of Residential Properly Plot. No A-29, Vidhyalaya Marg, Tilak Nagar, Jaipur, 302004 - owned by Uppasana Constuctions (Pvt.) Ltd.
9. Pari passu charge over hypothecation of Stock, Book Debts of the Company.
10. Cash Margin @10% on BG & LC.

Principal Terms of Fund Based Credit Facilities availed from Bank of Baroda

- (a) Cash Credit (HYP.) Limit will be availed against paid stock and book debts up to -90- days only. Book Debts up to -180- days may be considered if pertain to Govt. or Semi Govt. departments.
- (b) Drawings under CC shall be allowed after deducting the prescribed margin. Margin : 25% & Book Debts (up to -90- days & -180- days for Govt. & Semi Govt. Book Debts) : 25%
- (c) The borrower is to submit monthly Stock & Book-debt statements before 10th of the next month in Bank's prescribed format failing which bank would charge penal interest @ 2% p.a.
- (d) Bank will charge penal interest at the applicable rate due to non-compliance or overdue, as per Bank norms.



(e) Commitment Charges	For customers submitting QIS statements	@ 0.50% (exclusive of GST) for the balance unutilized portion below 60% of the declared utilization in QIS statement.
	For customers not submitting QIS statements	@ 0.50% (exclusive of GST) for the balance unutilized portion compared to total limits (applicable if, avg. utilization is below 0% of the limit)
	For customers submitting QIS statements	@ 0.50% (exclusive of GST) for the balance unutilized portion below 60% of the declared utilization in QIS statement.

- (f) Entire stock in the name of the company should be adequately insured, at every point of time, as per BANCASSURANCE scheme under Bank's clause.
- (g) Stock/Book Debts Audit shall be conducted twice in a financial year by Bank's empanelled Chartered Accountant at the cost of the borrower as per Bank's extant guidelines.
- (h) Borrower to submit an irrevocable Power of Attorney empowering the bank to collect the book debts.

Principal Terms of Fund Based Credit Facilities availed from Bank of Baroda:

- a) 10% cash margin in the form of FDR
- b) Bank Guarantees for disputed matters will be issued against 100% cash margin / FDRs under bank's lien.
- c) Bank Guarantee with maturity of more than – 5- years should not be issued without specific approval of the sanctioning authority.
- d) On invocation of guarantee, the borrower to undertake and ensure to provide sufficient funds so that payment can be made to the beneficiary immediately.

Principal Terms of General Conditions for facilities availed from Bank of Baroda:

- (a) The Company should undertake that during the currency of the Bank's credit facilities, it would not, without the permission of the bank in writing:
 - i. Effect any change in the constitution/capital structure of the Company.
 - ii. Implement any scheme of expansion/ Modernization/ Diversification/ Renovation or acquire any fixed assets except as has been approved by the Bank.
 - iii. Formulate any scheme of merger/ acquisition/ amalgamation/ reconstitution.
 - iv. Enter into borrowing arrangement either secured or unsecured with any other banks/ financial institutions/ corporate bodies / Companies or person except member Banks of consortium.
 - v. Undertake guarantee obligations on behalf of any other Firm, person.
 - vi. Withdrawal of profits for any year, except out of the profits related to that year, after paying all dues and making provisions as required for that year, provided there is no default in repayment obligation by the company.
 - vii. Allow the level of Net Working Capital to come down from the projected level.
 - viii. Pay commission/ brokerage/ fees etc. to Guarantors/ or any other person for guaranteeing the facilities sanctioned to the company.
 - ix. Sell, assign, mortgage or otherwise dispose off any of the Company's fixed assets charged to the Bank.



- x. Make any drastic change in its management set up.
- xi. Create any further charge, lien or encumbrance over the assets and properties of the company to be charged to Bank, in favour of any other Bank, Financial Institutions, Firm, and person except member Banks.
- xii. Invest/ deposit/ lend funds to group/ family/ other corporate bodies/ Firm's persons.

(b) In the event of any irregularity/breach/non- compliance of any of the terms and conditions of sanction, penal interest will be charged @ 2% over and above the normal rate, as determined by the bank, for the period of default.

Principal Terms of General Conditions for facilities availed from HDFC Bank:

- a) Interest to be services on last day of every month for CC/OD facilities. In case of default, 18% on overdue/delay/default of any monies payable.
- b) The borrower is to submit monthly Stock & Book-debt statements before 7th of the next month.
- c) 2%p.a. additional levy over existing rate of interest on the account of the following:
 - i. Deterioration in account conduct
 - ii. Non-Submission of documents for renewal of credit facilities
 - iii. Non Submission of Stock and Property insurance policy including renewal
 - iv. Non-compliance in documentation for the credit facility
- d) Yearly Stock Audit Charges of Rs. 12,000/- plus taxes
- e) Total Net worth + Unsecured Loans to be maintained at Rs. 6736 lacs during the entire currency of the facility.
- f) Borrower is liable to be charged at 4% of the total limits sanctioned in case the facilities are taken over by another bank.
- g) Drawings under CC shall be allowed after deducting the prescribed margin. Margin : 25% on Stock less than 180 days & Book Debts: 30%

B. Unsecured Loans:

(Rs. in lakhs)				
Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	Outstanding amount as on 31.03.2021
Navdeep Gupta	Business Loan	12.00%	*Refer Note	81.67
Kuldeep Gupta	Business Loan	12.00%	*Refer Note	119.60
Savitri Gupta	Business Loan	12.00%	*Refer Note	155.78
Ashwin Gupta	Business Loan	12.00%	1 Year & 15 Days	62.27
Aruna Gupta	Business Loan	12.00%	1 Year & 15 Days	107.87
Varun Gupta	Business Loan	12.00%	1 Year & 15 Days	39.35
Vrinda Gupta	Business Loan	12.00%	1 Year & 15 Days	23.31
Neelam Gupta	Business Loan	12.00%	1 Year & 15 Days	68.60
Ayushi Gupta	Business Loan	12.00%	1 Year & 15 Days	16.79



Vivek Pharmachem (India) Limited

Poonam Gupta	Business Loan	12.00%	1 Year & 15 Days	45.52
Kuldeep Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	115.17
Raj Kumar Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	137.02
Navdeep Gupta HUF	Business Loan	12.00%	1 Year & 15 Days	126.47
Pacific Global Ltd.	Business Loan	0.00%	*Refer Note	62.60
Upasana Constructions Pvt. Ltd.	Business Loan	0.00%	*Refer Note	2.67
Vivek Construction Pvt.Ltd.	Business Loan	12.00%	*Refer Note	4.69
Orchid Medicare Pvt. Ltd.	Business Loan	0.00%	*Refer Note	27.84
Sunrise Shelters Pvt. Ltd.	Business Loan	0.00%	*Refer Note	4.25
Total				1201.46

***Note: The said unsecured loans do not have any defined term of repayment.**

For R Sogani & Associates

Chartered Accountants

FRN: 018755C

Sd/-

Bharat Sonkhiya

Partner

M. No.: 403023

UDIN: 21403023AAABJB5586

Date: 28.09.2021

Place: Jaipur



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

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements as of and for the financial years ended March 31, 2021, 2020 and 2019, including the notes thereto and the report thereon, which appear elsewhere in this Draft Prospectus. You should also read the section titled "Risk Factors" on page 24 and the section titled "Forward Looking Statements" on page 15 of this Draft Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated September 28, 2021 which is included in this Draft Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

OVERVIEW

Incorporated in 1990, we are engaged in manufacturing of pharmaceutical formulations in various therapeutic segments such as anti-biotics, analgesics, cardio-vascular, nutritional drugs, gastrointestinal drugs, anti-diabetic, anti-fungal, corticosteroids, anti-coagulants etc. The formulations produced by us are in the form of tablets, capsules, dry & liquid small volume parenteral (injections), dry & oral liquid, eye drops, ointments & powders. We are also engaged in power generation business through windmills and solar energy. In F.Y. 2020-21, our revenue from pharmaceutical business and power business constituted 92.04% and 7.96% respectively of our revenue from operations.

We carry the manufacturing operations through our two units situated in the district of Jaipur and Jammu. We have licence to manufacture over 480 pharmaceutical products in the Jammu unit and over 400 pharmaceutical products in the Jaipur unit from respective Drug Control State Authorities. Our manufacturing facilities have fully equipped quality control department with experienced and qualified staff to facilitate smooth manufacturing process. Both of our plants have in-house testing laboratory consisting of the chemical laboratory, instrument laboratory and microbiology with sterility testing facility. Such in-house infrastructure ensure that we are able to test our raw materials and finished products to match the quality standard as specified by the various pharmacopeia's (IP, BP, USP). We manufacture pharmaceutical formulations as per the clients' specifications and quantitative requirement. Both our plants are WHO-GMP and GLP Certified. We have received Good Manufacturing Practices (GMP) Certificate (as per Schedule-M of Drugs & Cosmetics Act and WHO) and Good Laboratory Practice (GLP) Certificate (as per Schedule-L1 of Drugs & Cosmetics Act) for our Jaipur and Jammu unit from the Drug Control Organization, Rajasthan and the Drug & Food Control Organization, J&K respectively. All the products are being manufactured strictly as per GMP norms using the expertise of qualified, dedicated and competent professionals to provide quality output to our customers at competitive prices.

Our major customers include State Government undertakings spread throughout India such as Kerala, Rajasthan, Tamil Nadu, Odisha, Uttar Pradesh, Assam, Bihar, Chhattisgarh etc. For instance, in F.Y. 2020-21, we supplied the pharmaceutical formulations, through tender participation, to various Government institutions such as Kerala Medical Services Corporation Limited, Rajasthan Medical Services Corporation Limited, Tamil Nadu Medical Services Corp. Ltd., Odisha State Medical Corporation Limited, Uttar Pradesh Medical Supplies Corporation Limited, National Health Mission Assam, Bihar Medical Services & Infrastructure Corporation, Chhattisgarh Medical Services Corporation Limited etc. Apart from sale to Government Institutions, we also carry contract manufacturing for reputed pharmaceutical Companies. In F.Y. 2020-21, our revenue from sale of pharmaceutical products to Government Institutions (direct supply) and Contract Manufacturing were 76.8% and 8.4% respectively of our total revenue from operations for the said year.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements beginning on page 147 of this Draft Prospectus.

Factors Affecting our Results of Operations



Our business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factors**” beginning on page 24 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. any change in government policies resulting in increases in taxes payable by us;
5. our ability to retain our key management persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate;
7. our failure to keep pace with rapid changes in technology;
8. our ability to grow our business;
9. our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. general economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company’s ability to successfully implement its growth strategy and expansion plans ;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. occurrence of Environmental Problems & Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group, group Companies and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters;
19. The performance of the financial markets in India and globally; and
20. Impact of Covid-19 on our business and operations

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the F.Y. ended 2021, 2020 and 2019.

Rs in lakhs

Particulars	March 31, 2021	% of Total Income	March 31, 2020	% of Total Income	March 31, 2019	% of Total Income
Revenue from operations	14,886.57	99.56%	21,117.9	99.94%	13,423.07	99.64%
Other income	65.29	0.44%	12.3	0.06%	48.76	0.36%
Total Income	14,951.86	100.00%	21,130.21	100.00%	13,471.83	100.00%
Expenses						
Cost of Materials Consumed	9,677.17	64.72%	14,340.83	67.87%	8,972.8	66.60%
(Increase) / decrease in inventories of Stock in trade	338.13	2.26%	40.2	0.19%	(177.09)	(1.31%)
Employee benefits expense	832.15	5.57%	889.02	4.21%	743.29	5.52%
Finance costs	445.24	2.98%	714.07	3.38%	605.22	4.49%
Depreciation and amortization expense	719.64	4.81%	783.69	3.71%	792.91	5.89%
Other expenses	2,248.03	15.04%	33,87.08	16.03%	1,843.56	13.68%
Total expenses	14,260.36	95.38%	20,154.88	95.38%	12,780.70	94.87%
Profit/(loss) before exceptional items and tax	691.5	4.62%	975.32	4.62%	691.13	5.13%
Exceptional items	0.00	0.00%	0.00	0.00%	0.00	0.00%



Profit / (loss) before tax	691.5	4.62%	975.32	4.62%	691.13	5.13%
Tax expenses						
(1) Current tax	(117.03)	(0.78%)	(170.93)	(0.81%)	(144.24)	(1.07%)
(2) Deferred tax	113.05	0.76%	27.32	0.12%	194.82	1.45%
(3) MAT Credit (taken)/utilized	0.00	0.00%	0.00	0.00%	0.00	0.00%
(4) Tax Expenses of earlier periods	0.00	0.00%	0.00	0.00%	1.20	0.01%
Profit / (loss) after tax	687.52	4.60%	831.71	3.94%	741.71	5.51%

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of pharmaceuticals (indigenous) and sale of power.

Other Income:

Our other income primarily comprises of Interest from Fixed deposits, profit on sale of fixed assets etc.

Expenses:

Company's expenses consist of cost of Materials Consumed, (Increase) / decrease in inventories of Stock in trade, Employee benefits expense, Other Expenses, finance costs, depreciation and amortization expenses.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries and Wages, Director Remuneration, Contribution to Provident and Other Fund, Gratuity, Bonus, Staff welfare Expense etc.

Finance Costs:

Our finance cost includes interest to banks, interest to others, bank charges and other financial expenses etc.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Plant & machinery, Computer, Office equipment, Furniture & fixtures and Motor Car, Vehicles etc.

Other Expenses:

Manufacturing Expenses includes Freight & Cartage (Inward), Fuel, Electricity and Water Expenses, Handling and Testing Charges, Operation and Maintenance (Wind Mills), Repairs & Maintenance (P & M) etc.

Administrative & Other Expenses includes Insurance Expenses, Interest on Statutory Taxes & Other Statutory Tax Expenses, Interest on Income Tax & Other Income Tax Expenses, CSR Expenditure etc.

Selling & Distribution Expenses includes Cartage Outward and Cargo Expenses, Commission on Sales, Delay Supply, Expired & Spoiled Replacement, QC Deductions etc.

Financial Year 2021 Compared to Financial Year 2020 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2020-21 stood at Rs. 14,951.86 Lakhs whereas in Financial Year 2019-2020 the same stood at Rs. 21,130.21 Lakhs representing a decrease of 29.24%

Revenue from Operations



During the financial year 2020-21 the net revenue from operation of our Company decreased to Rs. 14,886.57 Lakhs as against Rs. 21,117.9 Lakhs in the Financial Year 2019-20 representing a decrease of 29.51%. Such decrease in revenue from operations was due to the impact of COVID -19 pandemic on the business operations of the Company.

Other Income:

During the financial year 2020-21 the other income of our Company increased to Rs. 65.29 Lakhs as against Rs. 12.3 lakhs in the Financial Year 2019-20 representing an increase of 430.81%. Such increase was primarily due to increase in interest from fixed deposits and due to existence of a non-recurring income of profit from sale of fixed assets.

Total Expenses:

The Total Expenditure for the financial year 2020-21 decreased to Rs. 14260.36 Lakhs from Rs. 20154.88 lakhs in the Financial Year 2019-20 representing a decrease of 29.25%.

Cost of Materials & Stores Consumed

The Cost of Materials & Stores Consumed for the year 2020-21 decreased to Rs. 9677.17 Lakhs from Rs 14340.83Lakhs for the 2019-20, representing a decrease of 32.52% to the previous year.

Employee benefits expense:

Our Company has incurred Rs. 832.15 Lakhs as Employee benefits expense during the financial year 2020-21 as compared to Rs. 889.02 Lakhs in the financial year 2019-20. This decrease of 6.40% is due to decrease in expenses of Director's remuneration, salaries, gratuity expenses, bonus, PF contribution and staff welfare expenses.

Finance costs:

Finance costs for the financial Year 2020-21 decreased to Rs.445.24 Lakhs as against Rs. 714.07 Lakhs during the financial year 2019-20.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2020-21 stood at Rs. 719.64 Lakhs as against Rs. 783.69 Lakhs during the financial year 2019-20.

Other Expenses:

Our Company has incurred Rs. 2248.03 Lakhs during the Financial Year 2020-21 on other expenses as against Rs. 3387.08 Lakhs during the financial year 2019-20. The decrease of 33.63% was mainly due to decrease in Delay Supply, Expired & Spoiled Replacement, commission on sales, fuel, QC deductions, electricity and water expenses, Handling and Testing Charges, Repairs & Maintenance (P & M), Cartage Outward and Cargo Expenses.

Restated Profit before tax:

Net Profit before tax for the financial year 2020-21 decreased to Rs. 691.5 Lakhs as compared to Rs. 975.32 Lakhs in the financial year 2019-20.

Restated profit after tax:

The Company reported Restated profit after tax for the financial year 2020-21 of Rs 687.52 Lakhs in comparison to Rs. 831.71 lakhs in the financial year 2019-20.

Financial Year 2020 Compared to Financial Year 2019 (Based on Restated Financial Statements)

Total Income:



Total income for the financial year 2019-20 stood at Rs. 21130.21 Lakhs whereas in Financial Year 2018-19 the same stood at Rs. 13,471.83 Lakhs representing an increase of 56.85%.

Revenue from Operations

During the financial year 2019-20 the net revenue from operation of our Company increased to Rs. 21117.9 Lakhs as against Rs. 13,423.07 lakhs in the Financial Year 2018-19 representing an increase of 57.33%. Such increase was due to increase in Sales of Pharmaceuticals (Indigenous).

Other Income:

During the financial year 2019-20 the other income of our Company decreased to Rs. 12.3 Lakhs as against Rs. 48.76 lakhs in the Financial Year 2018-19 representing a decrease of 74.77%. Such decrease was primarily due to decrease in interest income from fixed deposits.

Total Expenses:

The Total Expenditure for the financial year 2019-20 increased to Rs. 20154.88 Lakhs from Rs. 12780.7 lakhs in the Financial Year 2018-19 representing an increase of 57.70%.

Cost of Materials Consumed

The Cost of Materials Consumed for the year 2019-20 increased to Rs.14340.83 Lakhs from Rs 8972.80 Lakhs for the 2019-20, representing an increase of 59.83% from the previous year.

Employee benefits expense:

Our Company has incurred Rs. 889.02 Lakhs as Employee benefits expense during the financial year 2019-20 as compared to Rs. 743.29 Lakhs in the financial year 2018-19. The increase of 19.61% was due to increase in Director's remuneration, increase in salaries, gratuity expenses, bonus, PF contribution and staff welfare expenses.

Finance costs:

These costs were for the financial Year 2019-20 increased to Rs. 714.07 Lakhs as against Rs 605.22 Lakhs during the financial year 2018-19.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2019-20 stood at Rs. 783.69 Lakhs as against Rs. 792.91 Lakhs during the financial year 2018-19.

Other Expenses:

Our Company has incurred Rs. 3387.08 Lakhs during the Financial Year 2019-20 on other expenses as against Rs. 1843.56 Lakhs during the financial year 2018-19. The increase of 83.72% was mainly due to increase in expenses on Delay Supply, Expired & Spoiled Replacement, Commission on Sales, QC Deductions, Handling and Testing Charges, Repairs & Maintenance (P & M), Fuel, Electricity and Water Expenses.

Restated Profit before tax:

Net profit before tax for the financial year 2019-20 was Rs. 975.32 Lakhs as compared to Net Profit before Tax of Rs. 691.13 Lakhs during the financial year 2018-19.

Restated profit after tax:



The Restated Profit after tax for the financial year 2019-20 was Rs. 831.71 Lakhs as compared to Restated Profit after Tax of Rs. 741.71 lakhs during the financial year 2018-19.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 24 of the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 24, 94 and 189 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Total turnover of each major industry segment in which our Company operates

Please refer to the segment information in Note AC – Segment information on page 178 of this Draft Prospectus.

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

7. Seasonality of business

Our Company’s business is not seasonal in nature.

8. Dependence on single or few customers or suppliers

The major portion of our revenue is generated from the contracts awarded by the Government entities on tender basis, which is out of our control. In F.Y. 2020-21, our revenue from operations was Rs. 148.87 crores of which, revenue from Government Institutions (direct supply) contributed Rs. 114.31 crores i.e. 76.8% of the revenue. Further, under Government Institutions (direct supply), our top five clients cumulatively accounted for approx 68% of the revenue from operations for F.Y. 2020-21. For further details, refer risk factor “**Major portion of our revenue is dependent on the award of new contracts by Government entities, which is out of our control. Our business may be adversely affected if our company is unable to obtain new contracts or if we fail to perform in accordance with the standards prescribed in the contracts.**” on page 26 of this Draft Prospectus.

Further, our top ten suppliers constituted approx. 49.1% of our total purchases of F.Y. 2020-21. For further details, refer risk factor “**Any shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.**” on page 27 of this Draft Prospectus.



9. Competitive conditions

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 86 and 94 respectively of this Draft Prospectus.

10. Details of material developments after the date of last balance sheet i.e. March 31, 2021

After the date of last Balance sheet i.e. March 31, 2021, the following material events have occurred after the last audited period –

1. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 20, 2021 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on August 28, 2021 pursuant to section 62(1)(c) of the Companies Act, 2013.
2. Our Company has approved the Audited Financial Statements for Financial year ended March 31, 2021 at Board Meeting dated August 31, 2021.
3. Our Company has approved the Restated Financial Statements for the period ended March 31, 2021, 2020 & 2019 in the Board meeting dated September 28, 2021.
4. Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated September 30, 2021.



CAPITALISATION STATEMENT

(Rs. in lakhs)

PARTICULARS	Pre Issue	Post Issue
Short term Debt (A)	-	-
Long Term Debt (B)	3222.09	3222.09
Total debts (C)	3222.09	3222.09
Shareholders' funds		
Equity share capital	1425.19	*
Reserve and surplus - as restated	3531.12	*
Total shareholders' funds	4956.31	*
Long term debt / shareholders' funds (in %.)	0.65	*
Total debt / shareholders' funds (in %.)	0.65	*

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2021



SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*This section covers outstanding (I) criminal proceedings, (II) actions taken by regulatory or statutory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action, (IV) claims related to direct and indirect taxes, and (V) other pending litigation which are determined to be material as per the policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters and Directors, (the "**Relevant Parties**").*

For the purpose of (V) above, our Board has considered and adopted a policy of materiality for identification of material litigation in terms of the SEBI (ICDR) Regulations, 2018 as amended for disclosure of all pending litigation involving the Issuer, its directors and promoters, other than criminal proceedings, statutory or regulatory actions and taxation matters where the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last F.Y. based on restated financial statements of the Company or such litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company.

LITIGATION RELATING TO OUR COMPANY:

A. FILED AGAINST OUR COMPANY:

Litigation Involving Criminal Laws:

1. Drugs Inspector, Jammu (HQ/Zone IV) Versus Managing Director of Vivek Pharmachem(India) Limited and Vivek Pharmachem (India) Limited (Case Type &No.: Complaint/15048/2013 in the court of Chief Judicial Magistrate, Jammu)

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, Jammu (HQ/Zone IV), Drugs & Food Control Organization, Muthi, Jammu, against Managing Director of our Company and our Company, for launching prosecution and taking cognizance in the present complaint for committing offence u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. "Cefotaxime Sodium Injection IP (1000 mg), Batch No. CTIJ12002, Mfg date: 05/2012, Expiry Date: 10/2013, Mfd. By: M/s Vivek Pharmachem (India) Limited, EPIP, Bari Brahmana, Jammu – 181133 (J&K) as the same has been declared to be not of standard quality as per report of government analyst. The next date in the matter is October 22, 2021 for further proceeding.

2. Drugs Inspector, Jammu (Zone- HQ/IV) Versus MD of Vivek Pharmachem(India) Limited and Vivek Pharmachem(India) Limited (Case Type &No.: Drugs Cosmetics Act, 1940 /1/2013 in the court of Chief Judicial Magistrate, Srinagar)

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, Jammu (HQ/Zone IV), Drugs & Food Control Organization, Muthi, Jammu against Managing Director of our Company and our Company for launching prosecution and taking cognizance in the present complaint for committing offence u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. "Cefotaxime Sodium Injection IP (500 mg) Batch No. CTIJ12004 as the same has been declared to be not of standard quality as per report of government analyst. The next date in the matter is October 10, 2021 for further proceeding.

3. Drugs Inspector, Jammu (Zone-1) Versus Managing Director and Directors of Vivek Pharmachem(India) Limited and Vivek Pharmachem(India) Limited (Case Type & No.: Drug Act/9/2015 in the court of Chief Judicial Magistrate, Srinagar)

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, Jammu (Zone-1), Drugs & Food Control Organization, Muthi, Jammu against Managing Director and Directors of our Company and our company for launching prosecution and taking cognizance in the present complaint for committing offence u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. "Cefotaxime Sodium Injection IP Batch No. CTIJ12005 as the same has been declared to be not of standard quality as per report of government



analyst. The next date in the matter is October 10, 2021 for further proceeding.

4. State Through Drugs Inspector, O/o Drug Inspector Odisha, Nabarangpur Range, Nabarangpur (Odisha) Versus Director(s) of Vivek Pharmachem (India) Limited and Vivek Pharmachem(India) Limited (Case Type & No.: 2(c)Cc/7/2016 in the court of Chief Judicial Magistrate, at Nabarangpur)

The facts of this case has been mentioned based on the limited information available with the Company.

The Drug Inspector initiated prosecution against our Director(s) and Company u/s 25(3) of Drugs & Cosmetics Act, 1940 against which our company challenged that report of Govt. Analyst, State Drug Testing & Research Lab Odisha Bhubaneswar U/s 25(3) of Drugs & Cosmetics Act, 1940 Ciprofloxacin Tablets B.No. CPT15001, Mfg. Date- 10/2015, Exp. Date-12/2016.

Our Company sent the Drug sample Ciprofloxacin Hydrochloride Tablets I.P. 500MG, B.No. CPT15001, M/D: JAN/2015, E/D: DEC/2016, (Odisha Govt. Supply), for test & analysis to Central Drugs Laboratory, Kolkata, which was found to be of Standard Quality (S.Q.) in regard to the test for Dissolution. However, the case is pending before concerned authority.

5. Drug Inspector Versus Vivek Pharmachem (India) Ltd.(Case Type & No.: CC/400404/2020 in the Judicial First Class Magistrate Court 1 Tirur (Kerala)

6. Drug Inspector Versus Vivek Pharmachem (India) Ltd.(Case Type & No.: Complaint 15197/2014 in the Chief Judicial Magistrate, Jammu)

7. Drug Inspector Versus Vivek Pharmachem (India) Ltd.(Case Type & No.: Complaint 15163/2014 in the Chief Judicial Magistrate, Jammu)

The above mentioned three cases bearing S. No. 5 to 7, have appeared during the litigation search on the website of e-court services. However, the company is not aware about the same and do not possess any document/notice regarding the aforementioned cases.

8. Drugs Inspector, Zone-II Srinagar Versus Managing Director of Vivek Pharmachem (India) Limited and Vivek Pharmachem(India) Limited (Case Type & No.: File No. 50/P/ Complaint in the court of Chief Judicial Magistrate, Srinagar)

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, Zone-II Srinagar, against Managing Director of our Company and our Company, for launching prosecution and taking cognizance in the present complaint for committing offence u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. “Cefotaxime” , Batch No. CTIJ13003, Mfg date: 01/2013, Expiry Date: 12/2014, as the same has been declared to be not of standard quality as per report of government analyst. The above information extracted from the facts available in the CRTA 5/2018 M/s Vivek Pharmachem (INDIA) Ltd. Versus state through Drugs Inspector, Zone-II Srinagar pending before the High court of J&K but no other documents or information with respect to the above complaint is available with the Company.

9. Registrar of Companies, Rajasthan, Jaipur versus Vivek Pharmachem (India) Ltd and Directors, namely Mr. Kuldeep Gupta and Mr. Navdeep Gupta (Case No. 240/2017 in the Chief Judicial Magistrate (Economic office) Jaipur)

A complaint dated 02.02.2017 was filed by Registrar of Companies, Rajasthan, Jaipur against the Company in respect of violation of Section 148(6) of the Companies Act, 2013 read with Rule 6(6) of the Company Cost Audit Rules, 2014 and Section 148(8) of the Companies Act, 2013 related to non filing of cost audit report for F.Y. 2014-15 in the E-Form CRA-4 within the prescribed time period.

Our Company filed an application under section 441 of the Companies Act, 2013 for compounding of Offence Committed U/s 233B/148 of the Companies Act, 1956/2013.

Further, the Regional Director passed its final order and directed to pay compounding fee. The compounding fee had been paid accordingly by the three applicants as follows: -



Sr. No.	Name of the Applicants	Amount (Rs.)	SRN
1.	Vivek Pharmachem (India) Limited F.Y. 2013-14, 2014-15, & 2015-16	1,20,000	U83123976 Dated 12.03.2021
2.	Navdeep Gupta, Whole Time Director F.Y. 2013-14, 2014-15, & 2015-16	1,20,000	U83132092 Dated 12.03.2021
3.	Kuldeep Gupta, Managing Director F.Y. 2013-14, 2014-15, & 2015-16	1,20,000	U83126706 Dated 12.03.2021

Our company paid above compounding fees on 12.03.2021 as directed by the Regional Director. After paying the compounding fee, our company has filed the Form INC-28 for further compliance, which is currently pending for approval and next date of hearing in this matter is 09/11/2021.

Litigation involving Actions by Statutory/Regulatory Authorities-Nil

Litigation involving Tax Liabilities:-

a. Income Tax

A.Y. 2015-16

A Notice u/s 148 of the Income Tax Act, 1961 for reassessment proceedings was issued to our company by the Assistant Commissioner Of Income Tax Circle 4, Jaipur, on 25/06/2021 against which our company filed the response on 17/07/2021 and the matter is still pending.

A.Y. 2017-18

A Notice u/s 148 of the Income Tax Act, 1961 for reassessment proceedings was issued to our company by the Assistant Commissioner Of Income Tax Circle 4, Jaipur, on 20/04/2021 against which our company filed the response on 17/05/2021 and the matter is still pending.

A.Y. 2010-11

A show cause notice dated 31/5/2021 for penalty under section 271(1)(c) of the Income-tax Act, 1961 was issued to our Company by the Income Tax Department against which our company filed the response on 31/05/2021 that the assessee has settled its case for A.Y. 2010-11 in Vivad Se Vishwas Scheme. As per the scheme, once the quantum is settled in Vivad Se Vishwas Scheme, the penalty is also waived and the matter is still pending.

A.Y. 2008-09

For A.Y. 2008-09, the Company has an outstanding liability of Rs. 6,15,595/- under Section 143(3) of the Income Tax Act, 1961, vide demand raised on December 23, 2011 against the Company, as per the information available on the Income Tax Website.

A.Y. 2014-15

For A.Y. 2014-15, the Company has an outstanding liability of Rs. 70,042/- under Section 271(1)(c) of the Income Tax Act, 1961, vide demand raised on June 27, 2018 against the Company, as per the information available on the Income Tax Website.

Indirect Tax-Nil

Other Pending Litigation:

- Vysali Pharmaceuticals Ltd Versus Kerala Medical Services Corporation Ltd., Vivek Pharmachem(India) Ltd., Akums Drugs And Pharmaceutical Ltd. and others
(Case Type & No.: WP(C)/6548/2020 in the Kerala High Court)**



The above case has been traced from the website of Kerala High Court. The Company is not in receipt of any legal notice or other document from the petitioner. Thus, further details in respect of this case cannot be furnished.

B. CASES FILED BY OUR COMPANY:

Litigation Involving Criminal Laws

1. Vivek Pharmachem(India) Ltd. Versus Drugs Control Officer, Campus (Case Type and No.: CRLMP 1356/2021in the Rajasthan High Court)

Our company has filed a petition under section 482 of the cr.p.c before Rajasthan High Court, Jaipur Bench. As per the order dated 09.02.2021 passed by Shri Ajay Sharma, R.J.S. (D.JCadre) in Criminal Misc. CISNo. 03/2021 whereby the Hon'ble Presiding Officer dismissed the revision petition filed by our company against the order dated 11.12.2020 passed by Smt. Pallavi Sharma, RJS, Chief Judicial Magistrate, Tonk, whereby the application filed by the Drugs Control Officer, Tonk under the provisions of drugs and cosmetics act, 1940 for sending the samples of the drug for reanalysis from central drugs laboratory, Kolkata has been allowed while disallowing the objection filed by the petitioner.

Further matter is on the stage of "For Admission-Notice Not issued" and the next date of herring is 29/11/2021.

2. Vivek Pharmachem (India) Ltd. Versus state through drugs inspector Jammu (Case No. CRTA 5/2018 in the Jammu High Court)

Our Company filed Criminal Transfer Application {Cr.T.A.} under Section 526 of Code of Criminal procedure for transfer of proceedings in Criminal Complaint (File No. 50/P/ Complaint of 2014, D.O.I.-15.07.2014) titled Drugs Inspector Zone-II Srinagar Vs Managing Director, M/s Vivek Pharmachem India Limited pending before the court of Learned Chief Judicial Magistrate, Srinagar under Section 18(a)(i) read with section 27(d) of Drugs and Cosmetics Act, 1940 to any other Court of competent jurisdiction at Jammu. The next date of herring in the matter is 18/11/2021 for further proceeding.

3. Vivek Pharmachem(India) Ltd. and Mr. Kuldeep Gupta Versus State of J&K through Drug Inspector, Srinagar (Case Type and No.: CRMC 112/2013 in the J&K High court)

Our company has filed a petition under Section 561-A of the Code of Criminal Procedure, 1898 for Quashing of Proceedings in File No. 131/C of 2013 (01030101213 2013) (Date of Institution – 18.04.2013) pending before the Court of Learned 3rd Additional Munsiff (Judicial Magistrate 1st Class), Srinagar under Section 18(a)(i) read with Section 27(d) of Drugs and Cosmetics Act, 1940.

Thus above proceeding started against the director of the company due to Complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940. Sub section (a), (b) and (c) of Section 18 of the said Act falling under Chapter IV prescribed which created prohibition with respect to manufacture of sale or for distribution of certain drugs and cosmetics, sale or stocking etc.

Further the Hon'ble Court has passed the interim order in the favour of our company on 12.07.2013. The next date in the matter is 29/10/2021 for further proceeding.

4. Vivek Pharmachem(India) Ltd. Versus Central Procurement Agency, Director Health Services, Delhi Government (Case Type and No.: Commercial Arbitration No. OMP(COMM)8/2020 in the court of The District Judge, (District East) at Karkardooma Courts, Delhi)

Our company filed an objection U/s 34 of Arbitration and Conciliation Act, 2015 against the Arbitral Award dated 25/02/2020 delivered by the Sole Arbitrator, N.S. Zaidi in Arbitration Case Ref No. DAC/2359/01-19, whereby the claim of Rs. 32,42,965/- of our company was rejected Without considering defense of the company and while passing the award tribunal failed to take note of fact that the terms of the contract (Clause 1.21(e) specifically stipulate that only result of the test of the Government testing laboratory shall be conclusive so far as the quality of the drug is concerned. The matter is pending for disposal and the next date of herring is 18/11/2021.

Litigation involving Actions by Statutory/Regulatory Authorities –Nil

Litigation involving Tax Liabilities



Direct Taxes – Nil

Indirect Taxes

1. Vivek Pharmachem (India) Ltd. Versus Commissioner, Central Goods Service Tax, Jaipur (Case Type and No.: ST/51355/2018 in the Central Excise and Service Tax Appellate Tribunal)

Additional Commissioner issued show cause notice dated 21/05/2012 against our company asking why Service Tax amounting Rs. 6,01,184/- (Service Tax Rs. 5,83,630/-, Education Cess Rs. 11,717/- & Secondary & Higher Education Cess Rs. 5,837/-) should not be recovered from us under proviso to Section 73(1) of the Finance Act 1994 alongwith interest and penalties. In response to which, our company filed the reply of the show cause notice, but Additional Commissioner did not appreciate the submissions made by us and upheld the original Order No. 01 (ST) JP-I (ST)/2013 dated 15.01.2014. Further, order dated 15.01.2014 passed by Additional Commissioner was agitated before the Commissioner (Appeals) who vide his Order-in-Appeal No. 168 (SM) ST/JPR/2018 dated 01.03.2018 rejected the appeal filed by the Appellants. Against the order dated 01.03.2018 our company filed the appeal before CESTAT for setting aside the order passed by Commissioner (Appeal). The matter is pending for disposal.

2. Vivek Pharmachem (India) Ltd. Versus Commissioner, Central Goods Service Tax, Jaipur (Case Type and No.: ST/51126/2020 in the Central Excise and Service Tax Appellate Tribunal)

A Show Cause Notice C. No. V (CGST-I) 18/251/Ref-Vivek/2018/5514 dated 19.03.2019 was issued against us wherein we have been called upon to show cause as to why: - “The refund claim of Rs. 70,08,629/- should not be rejected in terms of Section 11B of the Central Excise Act, 1944 as the Appellants are unable to rebut the presumption that burden of duty is not passed on to other person”

Further our company filed submissions in reply to the show cause notice, but Assistant Commissioner passed the order-in-original No. 02/ST/Ref/2019-20 dated 25.05.2019 and rejected the refund claim filed by our company. The order-in-original dated 25.05.2019 passed by Asst. Commissioner was challenged before Commissioner of Appeals who vide its order dated 13.07.2020 rejected the appeal of our company.

Aggrieved by the above order of Commissioner of Appeals dated 13.07.2020 our company filed an appeal before CESTAT, which is pending for disposal.

3. Vivek Pharmachem (India) Ltd. Versus Commissioner, Central Goods Service Tax, Jaipur (Case Type and No.: ST/51380/2018 in the Central Excise and Service Tax Appellate Tribunal)

A Show Cause Notice C. No. V (30) Dem/Adj.-I/221/09/415 dated 23.04.2012 wherein we have been called upon to show cause as to why an amount of Rs. 15,19,593/- not paid under Rule 6 of the Cenvat Credit Rules, 2004 should not be demanded and recovered from us under Rule 14 of the Cenvat Credit Rules, 2004 read with proviso to Section 11A(1) of the Central Excise Act, 1944, Interest in terms of Rule 14 of the Cenvat Credit Rules, 2004 read with Section 11AB of the Central Excise Act, 1944 should not be recovered from us on the said amount and Penalty should not be imposed upon us under Rule 15(2) Cenvat Credit Rules, 2004 read with Section 11AC of the Central Excise Act, 1944.

Further our company filed submissions in reply to the show cause notice, but Additional Commissioner passed the order-in-original No. 69/2013 dated 01.01.2014 and confirmed the action proposed vide the above show cause notice. The order-in-original dated 01.01.2014 passed by Additional Commissioner was challenged before Commissioner of Appeals who vide its order dated 21.12.2017 rejected the appeal of our company.

Aggrieved by the above order of Commissioner of Appeals dated 21.12.2017 our company filed an appeal before CESTAT, which is pending for disposal.

Other Pending Litigation

1. Vivek Pharmachem (India) Ltd. Versus The State of Rajasthan through Additional Chief Secretary, Medical, Health & Family welfare, Government Secretariat, Jaipur (Raj.), The Drugs Controller and others (Case Type and No.: Special Appeal (Writ) Petition No. 810/2020 in the Rajasthan High court)



Our Company has filed a civil special appeal (writ) under rule 134 of the high court rules, 1952 read with article 226 of the constitution of India before the Rajasthan High Court, Jaipur Bench against the Judgment dated 13.10.2020 passed by the learned single judge dismissing the S.B. Civil Writ Petition no. 11844/2020 vide which our company challenged the validity & legality of two certificates of test or analysis for the samples collected on 18.01.2019 and testing or analysis got done by the Government Analyst under Section 25(1) of the Drugs and Cosmetics Act, 1940 after 1 year and 4 months and report furnished as per Rule 46 (commonly known as Form no. 13) bearing Nos. as 442/2020-2021/DTL/2020 Dated 12.05.2020 & 443/2020-2021/DTL/2020 Dated 12.05.2020 issued by the Government Analyst, State Drugs Testing Laboratory, Jaipur, received by the appellant on dated 27.06.2020. Further matter is on the stage of "For Admission-Notice served" and the next hearing date is 06/10/2021

2. Vivek Pharmachem (India) Ltd. Versus Indian Renewable Energy and Rajasthan Renewable Energy Corporation Limited

(Case Type and No.: CIVIL (WRIT) PETITION No. CW/ 14203/2011 in the Rajasthan High Court)

Our company participated in the respondents scheme named "Guidelines of rooftop PV and Small Power Generation Programme (RPSSGP)" and a registration certificate along with confirmation of eligibility to the Solar Power Project to avail generation based incentive (GBI) under RPSSGP Scheme was assigned to our company along with the registration No. 067RPSSGP/Reda/Rajasthan/2010. On the application by our company for the allotment of land, the Collector, Barmer vide order dated 28.02.2011 allotted the land bearing Khasra No. 4209/3863 measuring 2.50 Hec. But, due to flood in the entire Village of Patodi our company was not able to work on the project on time and authorities decided to revoke the bank guarantee worth Rs. 30 lacs for delay in execution, hence our company filed Writ Petition before Hon'ble High Court, Jaipur Bench against the revocation of bank guarantee by the IREDA. The matter is pending for disposal.

3. Vivek Pharmachem (India) Ltd. Versus union territory of Jammu and Kashmir

(Case Type and No. WP(C) 4412/2019 in Jammu and Kashmir High Court)

Our company filed the present writ petition bearing No. 4412/2019 seeking following prayer for

- quashing excise policy 2019-20 issued vide SRO No.128 dated 25/02/2019, particularly clause 14-B, whereby levy of excise duty @ Rs. 10 Per litre has been directed to be imposed on industrial alcohol used in medicinal and toiletry preparations.
- Writ of Mandamus, directing the respondents to amend clause 14-B of the excise policy supra by excluding industrial alcohol for medicinal and toiletry preparation from the preview of clause 14-B of excise policy 2019-2020 calling of the records which lead to conclusion that a batch of medicine supplied on 10.03.2014 pursuant to purchase orders is below the quality and further it was also prayed to restrain the Kerala Medical Services Corporation Limited from deducting any amount from the security deposit. The Hon'ble Court vide its interim order granted the relief to our company.

The matter was listed on 23/12/2019 before the Hon'ble Court whereby the Hon'ble Court stayed the recovery of the impugned levy on import of isopropyl, methanol and Benzyl Alcohol for manufacture of medicinal and toiletry preparations by the petitioner from outside the State subject to furnishing of an undertaking before the Registrar Judicial of this Court and in case of failure petitioner shall be liable to pay the entire amount along with interest thereon. Our Company is in the process to submit the undertaking.

4. Vivek Pharmachem (India) Ltd. Versus J And K Special Tribunal and ors.

(Case Type and No.: OWP 1044/2014 in the J&K High court)

On 25.05.2013, the office of the Drug Controller and food control organization, J&K, Jammu, issued show cause notice asking our company that why the prosecution should not be launched for contravention of the law in the view of failure of sample and also the licence to manufacture be cancelled/suspended, further our company filed reply on same day but our licence was suspended by authority vide order dated 08.06.2013 to manufacture injectable drugs (B-Lactum).

Against the suspension order dated 08.06.2013 our company filed appeal before Jammu & Kashmir special tribunal Jammu, During the pendency of the appeal before Jammu & Kashmir special tribunal Jammu, authority restored the licence based on the fresh inspection conducted on the request of the our company vide order dated 16.12.2013.

Further our company moved withdrawal application in the appeal pending before Jammu & Kashmir special tribunal Jammu, based



on the restoration of licence order passed by the authority on 16.12.2013 but Jammu & Kashmir special tribunal Jammu vide order dated 16.07.2014 set aside the restoration of licence order dated 16.12.2013 and also dismissed our withdrawal application.

Our company filed writ petition against the order dated 16.07.2014 before the Hon'ble High court of J&K and vide order dated 18.07.2014 Hon'ble High court of J&K stayed the operation of order dated 16.07.2014. The next date in the matter is 06/10/2021 for further proceeding.

**5. Vivek Pharmachem(India) Ltd. Versus Kerala medical services corporation Ltd. and its MD
(Case Type and No.: Writ Petition (C)34803/2015 in the High court Kerala)**

Our company filed the present writ petition bearing No. 34803/2015 seeking prayer for calling of the records which lead to conclusion that a batch of medicine supplied on 10.03.2014 pursuant to purchase orders is below the quality and further it was also prayed to restrain the Kerala Medical Services Corporation Limited from deducting any amount from the security deposit. The Hon'ble Court vide its interim order granted the relief to our company. Further matter is pending for consideration.

PART 3: LITIGATION RELATING TO DIRECTORS AND PROMOTERS OF OUR COMPANY:

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS:

Litigation Involving Criminal Laws

**1. Drugs Inspector, Zone-VI, Srinagar Versus Managing Director of Vivek Pharmachem(India) Limited
(Case Type & No.: Drugs Cosmetics Act 1940 /1228/2014 in the court of Chief Judicial Magistrate, Srinagar)**

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, Srinagar (Zone-VI), Srinagar against Managing Director of our Company for launching prosecution and taking cognizance in the present complaint for committing offence u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. "Ampicillin IP 500mg Batch No. ASI12011 as the same has been declared to be not of standard quality as per report of government analyst and Central Drug Laboratory, Kolkata. The next date in the matter is October 10, 2021 for further proceeding.

**2. Drugs Inspector, Jammu (HQ/Zone IV) Versus Managing Director of Vivek Pharmachem(India) Limited and Vivek Pharmachem(India) Limited
(Case Type & No.: Complaint/15048/2013 in the court of Chief Judicial Magistrate, Jammu)**

For case summary, please refer to case no. 1, as appearing in Section "Cases Against our Company - Criminal Cases)

3. Drugs Inspector, Jammu (Zone- HQ/IV) Versus MD of Vivek Pharmachem(India) Limited and Vivek Pharmachem(India) Limited (Case Type & No.: Drugs Cosmetics Act, 1940/1/2013 in the court of Chief Judicial Magistrate, Srinagar)

For case summary, please refer to case no. 2, as appearing in Section "Cases Against our Company - Criminal Cases)

**4. Drugs Inspector, Jammu (Zone-1) Versus Managing Director and Directors of Vivek Pharmachem(India) Limited and Vivek Pharmachem (India) Limited
(Case Type & No.: Drug Act/9/2015 in the court of Chief Judicial Magistrate, Srinagar)**

For case summary, please refer to case no. 3, as appearing in Section "Cases Against our Company - Criminal Cases)

5. Drug Inspector Versus Managing Director of Vivek Pharmachem (India) Ltd. (Case Type & No.: Complaint 15164/2014 in the Chief Judicial Magistrate, Jammu)

The above mentioned case has appeared during the litigation search on the website of e-court services. However, the company/Directors is not aware about the same and do not possess any document/notice regarding the aforementioned case.

6. State Through Drugs Inspector, (Zone-VI) Srinagar Versus Managing Director of Vivek Pharmachem (India) Limited



(Case Type & No.: Drugs and Cosmetics Act/99/2014 in the court of Chief Judicial Magistrate, Srinagar)

A complaint u/s 18(a)(i) r/w section 27 (d) of the Drugs and Cosmetics Act, 1940 was filed by Drugs Inspector, (Zone-VI) Srinagar, Drugs & Food Control Organization, against Managing Director of our Company for launching prosecution under section 22/23 of the Drugs and Cosmetics Act, 1940 i.e. for manufacturing, for sale, selling and distributing the drug in question i.e. “Cefotaxime Injection IP Batch No. CFIJ12005Nfg. Dated 10/2012 Exp. Date 03/2014 on the basis of sample taken from the Joint Hospital Barzulla Srinagar for the purpose of testing, as the same has been declared to be not of standard quality as per report of government analyst and Central Drug Laboratory, Kolkata. The next date in the matter is October 10, 2021 for further proceeding.

**7. State Through Drugs Inspector, O/o Drug Inspector Odisha, Nabarangpur Range, Nabarangpur (Odisha) Versus Director(s) of Vivek Pharmachem (India) Limited and Vivek Pharmachem (India) Limited
(Case Type & No.: 2(c)Cc/7/2016 in the court of Chief Judicial Magistrate, at Nabarangpur)**

For case summary, please refer to case no. 4, as appearing in Section “Cases Against our Company - Criminal Cases)

**8. Registrar of Companies, Rajasthan, Jaipur versus Vivek Pharmachem (India) Ltd and Directors, namely Mr. Kuldeep Gupta and Mr. Navdeep Gupta
(Case No. 240/2017 in the Chief Judicial Magistrate (Economic office) Jaipur)**

For case summary, please refer to case no. 9, as appearing in Section “Cases Against our Company - Criminal Cases)

Litigation involving Actions by Statutory/Regulatory Authorities – Nil

Litigation involving Tax Liabilities:-

- i. Direct Tax Liabilities - Nil
- ii. Indirect Tax Liabilities - Nil
- 1. Other Pending Litigation - Nil

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS:

Litigation Involving Criminal Laws

- 1. Vivek Pharmachem (India) Ltd. and Mr. Kuldeep Gupta Versus State of J&K through Drug Inspector, Shrinagar
(Case Type and No.: CRMC 112/2013 in the J&K High court)

For case summary, please refer to case no. 3, as appearing in Section “Cases Filed by our Company - Criminal Cases)

Litigation involving Actions by Statutory/Regulatory Authorities- Nil

Litigation involving Tax Liabilities:-

- i. Direct Tax Liabilities- Nil
- ii. Indirect Tax Liabilities- Nil

Other Pending Litigation- Nil

AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company’s total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2021, there are 6 creditors to each of whom our Company owes amounts exceeding 5% of our Company’s Trade Payables and the aggregate



outstanding dues to them being approximately Rs. 1282.27 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company.

Further, based on the information received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the disclosure has been stated below:-

Particulars	No. of Cases	Amt. involved (Rs. in lakhs)
Total outstanding dues of micro, small and medium Enterprises	32	1027.94
Total outstanding dues of creditors other than micro, small and medium enterprises	94	2081.28
Total Creditors (as on March 31, 2021)	126	3109.22

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 189 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. Incorporation related Approvals

Sr. No.	Nature of Registration/ License	CIN/Reg. No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	17-05283	Companies Act, 1956	Registrar of Companies, Rajasthan, Jaipur	January 29, 1990	Valid until cancelled
2.	Fresh Certificate of Incorporation (consequent upon change in name)	17-05283	Companies Act, 1956	Registrar of Companies, Rajasthan, Jaipur	June 03, 1993	Valid until cancelled
3.	Fresh Certificate of Incorporation (consequent upon conversion into Limited Company)	17-05283	Companies Act, 1956	Registrar of Companies, Rajasthan, Jaipur	January 31, 1996	Valid until cancelled

II. Approvals for the Issue

For the approvals and authorizations obtained by our Company in relation to the Issue, see “**Other Regulatory and Statutory Disclosures – Authority for the Issue**” on page 219 of this Draft Prospectus.

III. Corporate/General Authorizations:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Permanent Account Number	AAACV6399L	Income Tax Act, 1961	Income Tax Department	-	Valid until cancelled
2.	Tax Deduction and Collection Account Number (TAN)	JPRV00131F	Income Tax Act, 1961	Income Tax Department	*	Valid until cancelled
3.	GST Registration Certificate (Rajasthan)	08AAACV6399L1ZK	Central Goods and Service Tax Act, 2017	Government of India	September 29, 2017	Valid until cancelled
4.	GST Registration Certificate (J&K)	01AAACV6399L1ZY	Central Goods and Service Tax Act, 2017	Government of India	September 18, 2017	Valid until cancelled
5.	Factory License (Jaipur Unit)	RJ/26180	Factories Act, 1948	Chief Inspector, Factories and	March 08, 2019	March 31, 2028



				Boilers Inspection Department, Rajasthan		
6.	Factory Licence (Jammu Unit)	1474-J OF 2007	Factories Act, 1948	Chief Inspector Factories, J&K	November 28, 2020	December 31, 2021
7.	Consent to Operate (Jaipur Unit)	Order No. - 2016-2017 /Jaipur /6595	Water (Prevention and Control of Pollution) Act, 1974 & Air (Prevention and Control of Pollution) Act, 1981	Rajasthan State Pollution Control Board	December 14, 2016	August 31, 2026
8.	Authorization under Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016 (Jaipur unit)	F(HSW)/Jaipur(Amber)/2()/2008-2009/7735-7737	Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016.	Rajasthan State Pollution Control Board	March 15, 2019	December 31, 2023
10.	Drug Licence (Jaipur unit)	Raj/2075 dt. 25/10/2001 and Raj/2076 dt. 25/10/2001	Drugs & Cosmetics Rules, 1945	Drugs Controller, Rajasthan	January 25, 2017	October 24, 2021
11.	Drug Licence (Jammu unit)	JK/01/07-08/128 dt. 24/06/2007 and JK/01/07-08/129 dt. 24/06/2007	Drugs & Cosmetics Rules, 1945	Drugs & Food Control Organization, J&K	June 24, 2017	June 23, 2022
12.	Udyam Registration Certificate	Udyam-RJ-17-0022220	The Micro, Small and Medium Enterprises Development Act, 2006	-	October 22, 2020	Valid until cancelled
13.	Certificate of Importer -Exporter Code	1394007213	The Foreign trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade, Ministry of Commerce & Industry	March 22, 2010	Valid until Cancelled

*Company is unable to trace the physical TAN certificate.

IV. Labour related Approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under	RJRAJ0008089000	Employee's	*	*	Valid until



	Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (Jaipur unit)		Provident Funds & Miscellaneous Provisions Act, 1952			cancelled
2.	Registration under Employees' State Insurance Corporation (ESIC) (Jaipur unit)	15 00 038423 000 0305/2011/REV I/ 1899	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Jaipur	July 20, 2011	Valid until Cancelled
3	Registration under Employees' State Insurance Corporation (ESIC) (Jammu unit)	19000009130000305	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Jammu	February 12, 2009	Valid until Cancelled
4	Registration under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (Jammu unit)	JKJMU2033380000	Employee's Provident Funds & Miscellaneous Provisions Act, 1952	Deputy PF Commissioner, Jammu	October 04, 2008	Valid until Cancelled

*Company is unable to trace the physical certificate in relation to Registration under Employees' Provident Funds and Miscellaneous Provisions Act, 1952

V. Quality Certifications:

Sr. No.	Nature of Certification	Certificate Number	Issuing Authority	Valid From	Valid Till
1.	Certificate of Good Manufacturing Practices as recommended by WHO (Jaipur unit)	DC/A-II/WHO GMP/2019/601	Drugs Control Organization, Jaipur	October 25, 2001	October 24, 2021
2.	Certificate of Good Manufacturing Practices as recommended by WHO (Jammu unit)	DFO/D-454/4549	Drugs & Food Control Organization, J&K	December 01, 2020	November 11, 2023
3.	Certificate of Good Manufacturing Practices as per Schedule M of Drugs & Cosmetics Act and certificate of Good Laboratory Practice as per Schedule L1 of Drugs & Cosmetics Act (Jaipur unit)	DC/MFG/2019/629	Drugs Control Organization, Jaipur	November 01, 2019	October 24, 2021
4.	Certificate of Good	DFO/D-494/5110	Drug & Food Control	January 04,	November



	Manufacturing Practices as per Schedule M of Drugs & Cosmetics Act (Jammu unit)		Organization, J&K	2021	30, 2021
5.	Certificate of Good Laboratory Practice as per Schedule L1 of Drugs & Cosmetics Act (Jammu unit)	DFO/D-494/5111	Drug & Food Control Organization, J&K	January 04, 2021	November 30, 2021

VI. Licenses / approvals which are applied by Company:

1. Our Company has applied for renewal of consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 & Air (Prevention and Control of Pollution) Act, 1981 and renewal of authorization under rule 5 of the Hazardous Wastes (management and Handling) Rules, 1989 to J&K State Pollution Control Board, which is pending for approval.

VII. Licenses / approvals which are yet to be applied by Company:

1. We are yet to apply for Fire Safety NOC from concerned authorities in respect of our Jaipur and Jammu unit.
2. We are yet to apply for registration under Contract Labour (Regulation & Abolition) Act, 1970
3. We are yet to apply for registration under Rajasthan Shops and Commercial Establishments Act, 1958 for Registered Office



OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated August 20, 2021 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group companies if such company fulfills both the below mentioned conditions:-

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR)Regulations; and
- ii. Our 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 Financial Statements.

Based on the above, the following Companies are identified as our Group Companies:-

1. Pacific Global Limited
2. Uppasana Constructions Private Limited
3. Vivek Constructions Private Limited
4. Orchid Medicare Private Limited
5. Sunrise Shelters Private Limited

Details of our Group Companies:

1. Pacific Global Limited (“Pacific Global”)

Corporate Information

Pacific Global Limited is a public limited company incorporated on October 27, 1994 under the provisions of Companies Act, 1956. The Registered Office of Pacific Global is situated at A-1, Sethi Colony, Jaipur, Rajasthan – 302004, India. Its Corporate Identity Number is U65993RJ1994PLC008969.

Nature of Activities

Pacific Global is authorized under its MOA to carry on the business as exporter, importers, buyers, seller, traders, distributors, stockiest, commission agents, broker, C and F agents, Marketers, agency business and otherwise deal in all kind of medicines and pharmaceuticals, items, industrial and consumer goods, provisions and foodstuff, dry, fruits, handicrafts, readymade garments, textiles, fabrics, hosiery goods, woolen items, fibres of textiles material whether natural or artificial products of man made and other synthetic fibres and filaments and all kind of textiles substance , handloom and Powerloom products, all furniture, plastic and plastic products, toys leather and leather goods , cement, all type of minerals and stones including marbles and granites ,quartz and silica processed and preserved foods, eatable, all kind of edible and non-edible oilseeds and their products, vegetables, vegetables products, dairy products, brewer, agriculture products, flowers marine products and sea foods, teal tobacco products, all kind of electrical and electrical and electronic products, all kind of cosmetics items, toiletries , all kind of sports items, Musical instrument and appliance, fertilizer, industrial and scientific implements , tools apparatus , machineries, their accessories and part, all kind of metals whether ferrous or non-ferrous and thing mad thereof, computers parts and software , automobile and automobile parts, ceramic products, procelineware, chinaware, stoneware, all kinds of chemicals and allied products and to carry on all the activities of franchise agreement with foreign companies and export house and to undertake all the activities of export import as may be permitted law.

Pacific Global is currently earning revenue from rental activities.

Financial Performance

The brief financial details of Pacific Global derived from its audited financial statements, for Fiscals 2018, 2019 and 2020 are set forth below:



(Rs. in lakhs)

Audited Financial Information	For the year ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	33.80	33.80	33.80
Reserves and Surplus	14.87	14.87	14.85
Total Revenue (including other income)	0.10	0.07	0.08
Profit/ (Loss) after tax	0.01	0.01	0.01
Basic and Diluted Earnings per share (face value of Rs. 10 each)	0.00	0.00	0.00
Net asset value per share (Rs.)	14.40	14.40	14.40

Shareholding Pattern

The shareholding pattern of Pacific Global as on the date of this Draft Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Navdeep Gupta	1,56,000	46.15
2.	Mr. Kuldeep Gupta	1,56,000	46.15
3.	Mrs. Savitri Gupta	950	0.28
4.	Mrs. Aruna Gupta	5,000	1.48
5.	Mrs. Neelam Gupta	20,000	5.92
6.	Mrs. Poonam Gupta	30	0.01
7.	Mr. Ashwin Gupta	20	0.01
	Total	3,38,000	100.00

Board of Directors

Following are the Directors of Pacific Global as on the date of this Draft Prospectus:-

Name of Director	DIN
Mr. Navdeep Gupta	00091344
Mr. Kuldeep Gupta	00092023
Mrs. Savitri Gupta	00118408

Nature and extent of interest of our Promoter

Our promoters and Promoter Group holds 100% Equity Shares in Pacific Global. Further, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta also holds directorship in Pacific Global.

Other Confirmations

As on the date of this Draft Prospectus, Pacific Global Limited is an unlisted limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years. The Company is neither a sick Company nor is under winding up. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

2. Uppasana Constructions Private Limited (“Uppasana Constructions”)

Corporate Information

Uppasana Constructions is a private limited company incorporated on December 16, 1988 under the provisions of Companies Act, 1956. The Registered Office of Pacific Global is situated at A-1, Sethi Colony, Jaipur, Rajasthan – 302004, India. Its Corporate Identity Number is U45201RJ1988PTC004735.

Nature of Activities



Uppasana Constructions is authorised under its MOA to purchase, sell, acquirer, get convert, equip, develop, improve, decorate hold with absolute or limited right or on lease, sub lease of otherwise and to erect, construct, build, demolish, re creat , alter, repaire, furnish, model or re model and maintain or otherwise deal in land, estate(s), building, house, flat(s), commercial properties, commercial complex, town ship, colonies, markets and other building/structure for shop, factories, mills, godown, hotels, retaurants, cinema halls, road, bridges, dams, cannals, wells, nmd all other lands and properties of any description in india or abroad and to sell , exchange and to collect rents and income and to supply and provide tenants, reading rooms, meeting room, lavatory, water and all other conveniences including inter- communication equipments and to render expert advice or consultantancy for or to aid/assist in entering into and to arrange for or to enter into collaboration agreements or arrangements with any person, firm, company, body corporate, associate and/or organization for the consutruction /errection, supplying of technical know how for such construction industrial projects, plaining and desiging for any projects or for improvement of any existing units(s) and to undertake and carry on the business of advisor ,consultant, planners, enginerr, architectures, designers, decorate, managers in connection with construction , re construction , developments , improvement of all kind of land, building, coloiner or apartment, building in Inida or abroad and to act as town planners, building, contractors, surveyors, valuers, appraisers, estate broker and commission agents, decorators and furnishers.

Uppasana Constructions is currently earning revenue from rental activities.

Financial Performance

The brief financial details of Uppasana Constructions derived from its audited financial statements, for Fiscals 2018, 2019 and 2020 are set forth below:

Audited Financial Information	(Rs. in lakhs)		
	For the year ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	8.70	8.70	8.70
Reserves and Surplus	1.58	1.57	1.56
Total Revenue (including other income)	0.19	0.19	0.19
Profit/ (Loss) after tax	0.01	0.01	0.01
Basic and Diluted Earnings per share (face value of Rs. 100 each)	0.13	0.13	0.13
Net asset value per share (Rs.)	118.20	118.07	117.94

Shareholding Pattern

The shareholding pattern of Uppasana Constructions as on the date of this Draft Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Navdeep Gupta	4,175	47.99
2.	Mr. Kuldeep Gupta	1,515	17.41
3.	Mrs. Savitri Gupta	3,010	34.60
	Total	8,700	100.00

Board of Directors

Following are the Directors of Uppasana Constructions as on the date of this Draft Prospectus:-

Name of Director	DIN
Mr. Navdeep Gupta	00091344
Mr. Kuldeep Gupta	00092023

Nature and extent of interest of our Promoter

Our promoters and Promoter Group holds 100% Equity Shares in Uppasana Constructions. Further, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta also holds directorship in Uppasana Constructions.

Other Confirmations



As on the date of this Draft Prospectus, Uppasana Constructions is an unlisted limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years. The Company is neither a sick Company nor is under winding up. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

3. Vivek Constructions Private Limited (“Vivek Constructions”)

Corporate Information

Vivek Constructions is a private limited company incorporated on December 16, 1988 under the provisions of Companies Act, 1956. The Registered Office of Pacific Global is situated at A-1, Sethi Colony, Jaipur, Rajasthan – 302004, India. Its Corporate Identity Number is U45201RJ1988PTC004732.

Nature of Activities

Vivek Constructions is authorised under its MOA to purchase, sell, acquirer, get convert, equip, develop, improve, decorate hold with absolute or limited right or on lease, sub lease of otherwise and to erect, construct, build, demolish, re creat, alter, repaire, furnish, model or re model and maintain or otherwise deal in land, estate(s), building, house, flat(s), commercial properties, commercial complex, town ship, colonies, markets and other building/structure for shop, factories, mills, godown, hotels, reataurants, cinema halls, road, bridges, dams, cannals, wells, nmd all other lands and properties of any description in india or abroad and to sell, exchange and to collect rents and income and to supply and provide tenants, reading rooms, meeting room, lavatory, water and all other conveniences including inter- communication equipments and to render expert advice or consultancy for or to aid/assist in entering into and to arrange for or to enter into collaboration agreements or arrangements with any person, firm, company, body corporate, associate and/or organization for the consutruction /errection, supplying of technical know how for such construction industrial projects, plaining and desiging for any projects or for improvement of any existing units(s) and to undertake and carry on the business of advisor, consultant, planners, enginerr, architectures, designers, decorate, managers in connection with construction, re construction, developments, improvement of all kind of land, building, coloiner or apartment, building in Inida or abroad and to act as town planners, building, contractors, surveyors, valuers, appraisers, estate broker and commission agents, decorators and furnishers.

Vivek Constructions is currently earning revenue from rental activities.

Financial Performance

The brief financial details of Vivek Constructions derived from its audited financial statements, for Fiscals 2018, 2019 and 2020 are set forth below:

Audited Financial Information	For the year ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	4.40	4.40	4.40
Reserves and Surplus	3.42	3.41	3.39
Total Revenue (including other income)	9.13	0.11	0.11
Profit/ (Loss) after tax	0.01	0.01	0.01
Basic and Diluted Earnings per share (face value of Rs. 100 each)	0.32	0.33	0.29
Net asset value per share (Rs.)	177.78	177.45	177.12

Shareholding Pattern

The shareholding pattern of Vivek Constructions as on the date of this Draft Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Navdeep Gupta	1150	26.14
2.	Mr. Kuldeep Gupta	1150	26.14
3.	Mrs. Savitri Gupta	100	2.27
4.	Mrs. Aruna Gupta	2000	45.45



	Total	4400	100.00
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Board of Directors

Following are the Directors of Vivek Constructions as on the date of this Draft Prospectus:-

Name of Director	DIN
Mr. Navdeep Gupta	00091344
Mr. Kuldeep Gupta	00092023
Mrs. Savitri Gupta	00118408

Nature and extent of interest of our Promoter

Our promoters and Promoter Group holds 100% Equity Shares in Vivek Constructions. Further, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta also holds directorship in Vivek Constructions.

Other Confirmations

As on the date of this Draft Prospectus, Vivek Constructions is an unlisted limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years. The Company is neither a sick Company nor is under winding up. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

4. Orchid Medicare Private Limited (“Orchid Medicare”)

Corporate Information

Orchid Medicare is a private limited company incorporated on January 15, 1996 under the provisions of Companies Act, 1956. The Registered Office of Orchid Medicare is situated at A-1, Sethi Colony, Jaipur, Rajasthan – 302004, India. Its Corporate Identity Number is U24232RJ1996PTC011407.

Nature of Activities

Orchid Medicare is authorised under its MOA to carry on the business of manufacturing, traders, dealers, distributors, marketing, importing, exporters and agents or to deal in any other manner including loan licensing basis, branding of any or all types, varieties, formulae and all kinds of drugs and pharmaceuticals in the forms of injectables and transfusion solution, tablets, syrups, ointments, capsules and intermediates for the manufacturing of the same, of organic and inorganic chemicals of all types of synthetic origin, drug of natural origin, including ayurvedic and Homeopathic drug and preparations of medicines and all types of products covered under Drug and cosmetics Act, 1940 and the amendment made thereafter and to set up surgicals items and/or in any other form and equipment, accessories, run and operate research and analytical laboratories and to carry on the business of herbals and ayurvedic medicines the company intends to manufacture and trading of medicinal specialties including producing range of total alkaloids extracts and their isolates from medicinal herbs and to carry on the business as manufacture, producers, growers, fabricators, processors, refiners, stockist, agent, importer, exporters, traders, wholeseller, distributors, concessioners or dealers of powder, tablets, pills, capsules, injection oil compounds, tincture, triturations globules creams, scents scap lotions and all kinds of pharmaceuticals, cosmetics and medical preparations used in homeopathic, allopathic ayurvedic, unani biochemical nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, juice, squash, sharbat, nourishment foods and concentrates, bandages, cotton gauze, crutches and various type of anatomical orthopaedic or surgical instrument of stores and books journals and publication and all sports of storage or packing material connected with or required for and one or more of the above mentioned items and product and to carry business as dealers in and manufactures of surgicals and scientific equipment, appliance of all types and descriptions.

Orchid Medicare is currently earning revenue from rental activities.

Financial Performance



The brief financial details of Orchid Medicare derived from its audited financial statements, for Fiscals 2018, 2019 and 2020 are set forth below:

Audited Financial Information	For the year ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	37.40	37.40	37.40
Reserves and Surplus	19.20	19.19	19.18
Revenue from operations (including other income)	0.22	0.22	0.22
Profit/ (Loss) after tax	0.01	0.01	0.01
Basic and Diluted Earnings per share (face value of Rs. 10 each)	0.00	0.00	0.00
Net asset value per share (Rs.)	15.13	15.13	15.13

Shareholding Pattern

The shareholding pattern of Orchid Medicare as on the date of this Draft Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Navdeep Gupta	1,72,000	45.99
2.	Mr. Kuldeep Gupta	1,17,000	31.28
3.	Mrs. Savitri Gupta	40,000	10.70
4.	Mrs. Aruna Gupta	20,000	5.35
5.	Mrs. Neelam Gupta	25,000	6.68
	Total	3,74,000	100.00

Board of Directors

Following are the Directors of Orchid Medicare as on the date of this Draft Prospectus:-

Name of Directors	DIN
Mr. Navdeep Gupta	00091344
Mr. Kuldeep Gupta	00092023

Nature and extent of interest of our Promoter

Our promoters and Promoter Group holds 100% Equity Shares in Orchid Medicare. Further, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta also holds directorship in Orchid Medicare.

Other Confirmations

As on the date of this Draft Prospectus, Orchid Medicare is an unlisted limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years. The Company is neither a sick Company nor is under winding up. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

5. Sunrise Shelters Private Limited (“Sunrise Shelters”)

Corporate Information

Sunrise Shelters is a private limited company incorporated on September 25, 1996 under the provisions of Companies Act, 1956. The Registered Office of Sunrise Shelters is situated at 66/1, Diamond Harbour Road, Sakher Bazar, Kolkata, West Bengal 700008 India. Its Corporate Identity Number is U65922WB1996PTC081480.

Nature of Activities



Sunrise Shelters is authorised under its MOA to acquire by purchase, lease, exchange hire or otherwise lands building, flats and hereditaments of any tenure of description and any estate or interest in or any right easement or behalf connects with any such lands, bulding, flats and hereditaments, to hold and possess the same and to develop an turn the same to account as may seem expendent and in particular by laying out and preparing the same for building purpose and by demolishing , constructing, re constructing, re novating, altering, decorating furnishing improving and maintaining building flats, factory or other sheds godowns warehouses cold storage shop stall markets parks gardens orchards pleasure grounds structures bridges reservoirs wharves, work and conveniences of all kinds and to sale exchange lease let out mortgages or otherwise deal with or dispose of the same and to transact on commission or otherwise the business ar estate and house agents including managing land and to manage land building and other property situate as aforesaid and to collect rents and income and to supply tenants and occupplers other refreshment, attendance, messengers, ligt waiting rooms, reading rooms, meeting rooms, lavatories, laundry convenience ,electric conveniences, stable and other advantages.

Sunrise Shelters is currently earning revenue from rental activities.

Financial Performance

The brief financial details of Sunrise Shelters derived from its audited financial statements, for Fiscals 2018, 2019 and 2020 are set forth below:

Audited Financial Information	For the year ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	11.00	11.00	11.00
Reserves and Surplus	8.90	8.89	8.87
Revenue from operation	0.31	0.31	0.31
Profit/ (Loss) after tax	0.01	0.01	0.01
Basic and Diluted Earnings per share (face value of Rs. 10 each)	0.01	0.01	0.01
Net asset value per share (Rs.)	18.09	18.08	18.06

Shareholding Pattern

The shareholding pattern of Sunrise Shelters as on the date of this Draft Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Navdeep Gupta	50,000	45.45
2.	Mr. Kuldeep Gupta	60,000	54.55
	Total	1,10,000	100.00

Board of Directors

Following are the Directors of Sunrise Shelters as on the date of this Draft Prospectus:-

Name of Directors	DIN
Mr. Navdeep Gupta	00091344
Mr. Kuldeep Gupta	00092023

Nature and extent of interest of our Promoter

Our promoters holds 100% Equity Shares in Sunrise Shelters. Further, our Promoters, Mr. Kuldeep Gupta and Mr. Navdeep Gupta also holds directorship in Sunrise Shelters.

Other Confirmations

As on the date of this Draft Prospectus, Sunrise Shelters is an unlisted limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years. The Company is neither a sick Company nor is under



winding up. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

Loss Making Company

None of our Group companies is loss making as per the audited financials disclosed in this Draft Prospectus of Group Companies.

Negative Net-worth Company

None of our Group companies has a negative net-worth.

Litigations

Our Group Companies does not have any pending litigation which will have material impact on our Company.

Nature and Extent of Interest of Group Companies

a) In the promotion of our Company :

Our Group Companies does not have any interest in the promotion of our Company.

b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with stock exchange:

Our Group Companies does not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Prospectus with Stock Exchange.

c) In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies does not have any interest in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits/Conflict of Interest

As on the date of this Draft Prospectus, we cannot assure that our Promoters, Promoter Group/Group Entities will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Defunct / Strike-off Company

Our Group Companies has not remained defunct and no application has been made to the RoC for striking off in during the five years preceding the date of this Draft Prospectus.

Undertaking / confirmations

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.



None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies /Promoter Group entities have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

None of our Promoters, Promoter Group or the Group companies has become sick Companies under the SICA and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoters or the Group companies.



OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed at their meeting held on August 20, 2021 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on August 28, 2021 authorized the Issue.

In-principle Approval:

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated [●]. NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 197 of this Draft Prospectus.

Association with Securities Market:

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

Prohibition by RBI:

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 197 of this Draft Prospectus.

Prohibition with respect to wilful defaulters

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Draft Prospectus, there are no such significant beneficial owners in our Company.

Eligibility for the Issue:



Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees but less than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “NSE Emerge”).

We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “**General Information – Underwriting**” beginning on page 47 of this Draft Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge of NSE. For further details of the arrangement of market making please refer to section titled “**General Information – Details of the Market Making Arrangements for this Issue**” beginning on page 48 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated [●] and National Securities Depository Limited dated [●] for establishing connectivity.
2. Our Company has a website i.e. <https://www.vivekpharma.com/>
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the NSE Emerge of the NSE: -

Our Company was originally incorporated as “Vivek Pharmaceuticals Private Limited” on January 29, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on May 05, 1993, the name of our Company was changed from “Vivek Pharmaceuticals Private Limited” to “Vivek Pharmachem (India) Private Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies Rajasthan, Jaipur, vide letter dated June 3, 1993. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on January 27, 1996, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vivek Pharmachem (India) Private



Limited” to “Vivek Pharmachem (India) Limited” vide a fresh certificate of incorporation dated January 31, 1996, issued by the Registrar of Companies Rajasthan, Jaipur bearing CIN U24232RJ1990PLC005283.

1. As on the date of this Draft Prospectus, our Company has a Paid-up Capital of Rs. 1425.19 Lakhs and the Post Issue Capital will be of Rs. 1945.19 Lakhs which is less than Rs. 25 Crores.
2. The Company confirms that it has track record of more than 3 years.
3. The Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2021, 2020 and 2019 is positive.

(In Rs. Lacs)

Particular	March 31, 2021	March 31, 2020	March 31, 2019
Cash Accruals	1411.14	1759.01	1484.04
Net Worth	4955.45	4267.93	3436.22
Net Tangible Assets	12372.55	14920.36	13398.57

4. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company;
5. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
6. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
8. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2021.

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.



All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Rajasthan, Jaipur in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Evans Electric Limited	1.93	52	May 13, 2019	52.20	188.46 % [7.19%]	299% [-2.00%]	232.95% [8.25%]
2.	Earum Pharmaceuticals Limited	6.6528	36	July 04, 2019	36.00	25.00% [-9.00%]	-16.67% [-4.51%]	20.41% [3.50%]
3.	Gian Life Care Limited	3.1152	22.00	January 13, 2020	22.00	-36.36% [-0.70%]	-40.00% [-27.42%]	17.27% [-13.21%]
4.	Hindprakash Industries Limited	11.52	40.00	January 27, 2020	41.00	2.50% [-3.64%]	0.50% [-23.41%]	6.54% [-7.32%]
5.	SM Auto Stamping Limited	6.912	18.00	March 16, 2020	18.00	0.00% [-3.22%]	-5.56% [5.86%]	-32.78% [24.05%]
6.	Suratwala Business Group Limited	6.90	15.00	August 13, 2020	15.45	6.67% [1.38%]	46.67% [13.79%]	210.00% [33.98%]
7.	Knowledge Marine & Engineering Works Limited	10.12	37.00	March 22, 2021	38.00	0.68% [-3.40%]	31.08% [5.63%]	18.38% [17.52%]
8.	EKI Energy Services Limited	18.60	102.00	April 07, 2021	140.00	225.20% [-0.92%]	608.48% [6.44%]	NA
9.	DU Digital Technologies Limited	4.485	65.00	August 26, 2021	60.00	53.85% [7.32%]	NA	NA
10.	Prevest Denpro Limited	26.61	84.00	September 27, 2021	180.55	NA	NA	NA

Source: Price Information www.bseindia.com & www.nseindia.com , Issue Information from respective Prospectus.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of trading IPOs at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th calendar days from listing		
			Over 50%	Bet ween 25- 50 %	Less than 25%	Ove r 50 %	Bet wee n 25- 50% %	Less tha n 25 %	Over 50%	Betw een 25- 50%	Les s tha n 25 %	Ove r 50%	Bet wee n 25- 50 %	Less than 25%
2019-20	6 ⁽¹⁾	32.40	-	1	-	1	-	4	-	1	-	2	-	3
2020-21	2 ⁽²⁾	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	3 ⁽³⁾	49.70	-	-	-	2	-	-	-	-	-	-	-	-



- 1) The scrip of V R Films Limited, Evans Electric Limited, Gian life Care Limited was listed on April 30, 2019, May 13, 2019 and January 13, 2020 respectively. Further, the scrip of Hindprakash Industries Limited and SM Auto Stamping Limited was listed on January 27, 2020 and March 16, 2020 respectively.
- 2) The scrip of Suratwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.
- 3) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited and Prevest Denpro Limited was listed on April 7, 2021, August 26, 2021 and September 27, 2021 respectively. The scrip of EKI Energy Services Limited has not completed its 180th day from the date of its listing. And, the scrip of of Prevest Denpro Limited has not completed its 30th day from the date of its listing.

Note:

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

Track Record of past issues handled by Hem Securities Limited:

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.hemsecurities.com

Disclaimer from our Company and the Lead Manager:

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft 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.

The LM accept no responsibility, save to the limited extent as provided in the agreement entered between the LM (Hem securities Limited) and our Company on September 23, 2021 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers,



agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction:

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan 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. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the NSE Emerge 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 [●] 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 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 Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be 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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the



Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Listing:

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE Emerge (NSE SME platform).

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

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-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

Consents:

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank)*, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker 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 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

**The aforesaid will be appointed prior to filing of 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 and the SEBI (ICDR) Regulations, M/s.Mittal & Associates, Chartered Accountants, Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated financial statements as included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

Experts Opinion:

Except for the reports in the section **“Financial Information of the Company”** and **“Statement of Special Tax Benefits”** on page 141 and page 84 from the Statutory Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.



Fees, Brokerage and Selling Commission payable:

The total fees payable to the Lead Manager will be as per the (i) Lead manager Agreement dated September 23, 2021 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue:

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated September 14, 2021 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years:

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled "*Capital Structure*" beginning on page 51 of this Draft Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company:

Except as stated in the chapter titled "*Capital Structure*" beginning on page 51 our Company has not undertaken any previous public or rights issue.

Performance vis-a-vis objects - Last Issue of Subsidiary Companies:

As on the date of this Draft Prospectus, our Subsidiary Companies have not undertaken any public issue.

Option to Subscribe:

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.



Outstanding Convertible Instruments:

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

Stock Market Data of the Equity Shares:

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer and with a copy to the relevant Designated Intermediary with whom the Application Form was submitted and the Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, UPI ID (if applicable), date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

Disposal of Investor Grievances by our Company:

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

Our Company has appointed Mr. Harshit Garg, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Mr. Harshit Garg

Company Secretary & Compliance Officer

Vivek Pharmachem (India) Limited

A-1, Sethi Colony Jaipur

302004 Rajasthan, India

Tel. No. +91-141-2970334

E-mail: comm.cs@vivekpharma.com

Website: <https://www.vivekpharma.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Board by a resolution on August 20, 2021 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “*Our Management*” beginning on page 122 of this Draft Prospectus.



Status of Investor Complaints:

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "*Statement of Special Tax Benefits*" beginning on page 84 of this Draft Prospectus.

Purchase of Property:

Other than as disclosed in Section "*Our Business*" beginning on page 94 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled "*Capital Structure*" beginning on page 51 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

Servicing Behavior:

Except as stated in this Draft, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled "*Our Management*" beginning on page 122 and chapter titled "*Financial Information*" beginning on page 141 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.



SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI 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, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its 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 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, SEBI through 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, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI 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 RIIs 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, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors ("UPI Phase III"), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned 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.

Authority for the Issue

The present Public Issue of upto 52,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 20, 2021 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on August 28, 2021 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '**Main Provisions of Article of Association**', beginning on page 262 of this Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and 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. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled **"Dividend Policy"** and **"Main Provisions of Article of Association"** beginning on page 140 and 262 respectively of this Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share (including premium of Rs.[●] per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled **"Basis for Issue Price"** beginning on page 81 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- i. Right to receive dividend, if declared;
- ii. Right to receive Annual Reports and notices to members;
- iii. Right to attend general meetings and exercise voting rights, unless prohibited by law;
- iv. Right to vote on a poll either in person or by proxy;
- v. Right to receive offer for rights shares and be allotted bonus shares, if announced;
- vi. Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- vii. Right of free transferability of the Equity Shares; and
- viii. Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled **"Main Provisions of the Articles of Association"** beginning on page 262 of this Draft Prospectus.

Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated [●] between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated [●] between CDSL, our Company and Registrar to the Issue.



Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge (SME platform of 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 Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the 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 collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur, Rajasthan.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the



notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Subscription List of Public Issue

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying 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 Applicant 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 Application Amount, the Applicant 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 Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application



Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

Minimum Subscription and Underwriting

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 offer 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 eight 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”*** on page 47 of this Draft Prospectus.

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.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE Emerge), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Issue”*** on page 48 of this Draft Prospectus.

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, 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 SME platform of National Stock Exchange of India Limited.



As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled "**Capital Structure**" beginning on page 51 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "**Main Provisions of the Articles of Association**" beginning on page 262 of this Draft Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than 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 NSE Emerge i.e. SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 229 and 238 of this Draft Prospectus.

Issue Structure:

Initial Public Issue of upto 52,00,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. [●] per Equity Share (including a Share Premium of Rs. [●] per Equity Share), aggregating up to Rs. [●] Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto [●] Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.73% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation⁽¹⁾	Upto [●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] % of the Issue Size	[●] % of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " <i>Issue Procedure - Basis of Allotment</i> " on page 243 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2,00,000/- <u>For Retail Individuals Investors:</u> [●] Equity Shares at an Issue price of Rs. [●] each.	[●] Equity Shares
Maximum Application Size	<u>For Other than Retails Individual Investors:</u> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. <u>For Retail Individuals Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	[●] Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the



Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
		market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment⁽²⁾	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form. In case of UPI as an alternate mechanism, application amount shall be blocked at the time of confirmation of mandate collection request by applicant.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

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 “**Issue Structure**” on page 235 of this Draft Prospectus.

¹⁾ Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

²⁾ 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.

Note: If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, 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.

The 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.

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 Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) registration of the Prospectus with ROC.



Issue Programme

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

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 Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)



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 updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – 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 ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

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) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications 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 Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular



no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through 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 Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the 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. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

PART A

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as



incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

Application Form

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, Emerge (www1.nseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

**Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, 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(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)



Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails 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.

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:

For Applications submitted by Investors to SCSB:	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.
For applications submitted by investors to intermediaries other than SCSBs:	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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	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 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 authorizing 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 Prospectus and Application Forms



The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. www1.nseindia.com.

Who can apply?

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals' 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 Kartal. 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 Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 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 person 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 regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. 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 Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

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 Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and 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:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. 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:

1. Each successful applicant shall be allotted [●] Equity shares; and
2. 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.

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.



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 offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

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:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to
 - a. Individual applicants other than retails individual investors and
 - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 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 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 LM and the Syndicate Members

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

- a. 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.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. 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:

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Draft Prospectus will be available with the, the 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.



4. Any applicant who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. 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.
7. 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. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.
8. 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.
9. 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 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.
10. 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 offered 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 03/05/2000 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio 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 (ii) 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 shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

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 investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIFs. 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.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by 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.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, 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 Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: The lesser of 10% of the investee company's subscribed capital (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: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- iii. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

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 Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 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 Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, 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.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 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 LM 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 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 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 company 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 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 LM, 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.

Applications by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be 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.

For Applications submitted by investors to SCSB:	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.
For applications submitted by investors to intermediaries other than SCSBs:	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 Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from



intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode:

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

PROCESS

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in.

BLOCKING OF FUNDS:

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form Vivek Pharmachem (India) Limited
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

UNBLOCKING OF FUNDS:

- a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

LIST OF BANKS PROVIDING UPI FACILITY



An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

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,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will 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 the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN



7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges 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 the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for



applications.

Allocation of Equity shares

- 1) The Issue is being made through the Fixed Price Process wherein [●] 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 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

- a) Our company has entered into an Underwriting Agreement dated [●].
- b) A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft 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.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated 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



General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- 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;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- 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/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.



Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. 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 from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.



The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge (SME platform of NSE) where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. 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
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That 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;
- 4) That our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- 7) 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;



- 8) 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;
- 9) 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;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoters or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to 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.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated [●] between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated [●] between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. [●]



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 Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion



of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paidup value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this



directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

Article No.	Interpretation	Heading
1.	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
	“The Company” or “this Company” means Vivek Pharmachem (India) Limited	The Company
	“The Act” means the Companies Act, 2013, or any statutory modification or re-enactment, clarifications and notification 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.	The Act
	“Annual General Meeting” means a general meeting of the members held as such, in accordance with the provisions of the Act.	Annual General Meeting
	“Articles” means Articles of Association of the Company as originally framed or altered from time to time	Articles
	“Beneficial Owner” means a person as defined by section 2(1)(a) of the Depositories Act, 1996.	Beneficial Owner
	“The Board” or the “Board of Directors” means the collective body of the Directors of the Company.	The Board
	“Chairman” means the Chairman of the Board of the Directors of the Company.	Chairman
	“Capital” means the Share capital, for the time being, raised or authorised to be raised, for purposes of the Company.	Capital
	“Debenture” includes debenture stock, bonds or any other instrument of the Company evidencing the debts whether constituting the charge on the assets of the Company or not.	Debenture
	“Depositories Act 1996” means The Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.	Depositories Act 1996
	“Depository” means and includes a Company as defined in section 2(1) (e) of “The Depositories Act, 1996.	Depository
	“Directors” means a director appointed to the Board of the Company.	Directors
	“Dividend” includes interim dividend.	Dividend
	“Extra-ordinary General Meeting” means an extraordinary general meeting of the members, duly called and constituted, and any adjourned holding thereof.	Extra-ordinary General Meeting
	“Equity Share Capital” , with reference to any Company limited by shares, means all share capital which is not preference share capital;	Equity Share Capital
	“In writing” or “written” include printing, lithography and other modes of representing or reproducing words in a visible form.	In writing
	“KMP” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	KMP
	“Managing Director” means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.	Managing Director
	“Member” means member as defined under section 2(55) of the Companies Act, 2013	Member
	“Office” means the registered office, for the time being, of the Company.	Office
	“Ordinary resolution” and “special resolution” shall have the same meaning assigned thereto by the Act.	Ordinary resolution
	“Paid-up” means paid up capital as defined under section 2(64) of the Companies Act, 2013.	Paid-up



“Postal Ballot” means voting by post or through any electronic mode.	Postal Ballot
“Proxy” includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	Proxy
“Public Holiday” means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.	Public Holiday
“Participant” means individual / institutions as defined under Section 2(1)(g) of the Depositories Act, 1996.	Participant
“Preference Share Capital” , with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;	Preference Share Capital
“Persons” include corporations and firms as well as individuals.	Persons
“Register of Members” means the Register of Members to be kept pursuant to the Act, and includes index of beneficial owners mentioned by a Depository.	Register of Members
“Rules” means the applicable rules as prescribed under the relevant sections of the Act for time being in force.	Rules
“The Registrar” means, Registrar as defined under section 2(75) of the Companies Act, 2013.	The Registrar
“Secretary” means a Company Secretary, within the meaning of clause (c) of sub section (1) of section 2 of Company Secretaries Act, 1980, who is appointed by the Company to perform the functions of the Company Secretary under this Act	Secretary
“SEBI” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	SEBI
“Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	Securities
“Share” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	Share
“Seal” means the common seal, for the time being, of the Company.	Seal
“Share” means a Share in the capital of the Company, and includes stock, except where a distinction between Stock and Shares is express or implied.	Share
“Year” means a calendar year and “financial year” shall have the same meaning as assigned thereto by or under the Companies Act, 2013.	Year
Words importing the singular number include, where the context admits or requires, the plural number and vice versa. Words importing the masculine gender also include the feminine gender. The margin notes, if used or incorporated, or, after being used, removed, at any time thereafter, in these Articles shall not affect the construction hereof. Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning so far as these Articles are concerned. The Section number, with relation to the Act, referred to anywhere in these presents, may be deemed to have been replaced by such other number or numbers, as may, after the amendments or modifications effected in the Act or repeal of the Act and introduction of the new Act as such in its place, contain the relevant provisions, in the context or	



	circumstances of that respective Article, as may be proper and justifiable and shall be interpreted in its true intention.	
2.	Where the Act requires that the company cannot undertake any act or exercise any rights or powers, unless expressly authorized by its articles, these articles shall in relation to the Company, be deemed to confer such right, authority or power.	General Authority
3.	The Authorized Share Capital of the Company is such amount, as stated, for the time being, or may be varied, from time to time, under the provisions of the Act, in the Clause V of the Memorandum of Association of the Company, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein, and further with such powers to increase the same or otherwise as stated therein.	Capital and Increase and reduction thereof
4.	The Company, in general meeting, may, from time to time, increase the capital by the creation of new shares. Such increase in the capital shall be of such aggregate amount and to be divided into such number of Shares of such respective amounts, as the resolution, so passed in that respect, shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting, resolving upon the creation thereof, shall direct, and, if no direction be given, as the Directors shall determine, and, in particular, such Shares may be issued with a preferential, restricted or qualified right to dividends, and in the distribution of assets of the Company, on winding up, and with or without a right of voting at general meetings of the Company, in conformity with and only in the manner prescribed by the provisions of the Act. Whenever capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the applicable provisions of the Act.	
5.	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions contained herein with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting or otherwise.	
6.	Subject to the provisions of Section 55 of the Act and the rules made thereunder, the Company shall have the power to issue preference shares, which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.	
7.	On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect:- (i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption. (ii) No such shares shall be redeemed unless they are fully paid; (iii) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and (iv) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act, relating to the reduction of the Share Capital of the Company, shall, except as provided in Section 80 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share capital of the Company.	
8.	Subject to Section 66 of the Companies Act, 2013, the Company may by special resolution,	



	reduce its capital and any Capital Redemption Reserve Account or Other Premium Account, for the time being, in any manner, authorized by law, and, in particular, without prejudice to the generality of the foregoing powers, the capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power, the Company would have, if it were omitted.	
9.	Subject to the applicable provisions of the Act, the Company, in general meeting, may, from time to time, sub-divide, reclassify or consolidate its Shares or any of them, and the resolution whereby any Share is sub-divided, may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others. Subject as aforesaid, the Company, in general meeting, may also cancel shares, which have not been taken or agreed to be taken by any person, and diminish the amount of its Share capital by the amount of the Shares so cancelled.	
10.	Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the applicable provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified, in writing, by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings, shall, mutatis mutandis, apply to every such meeting.	
11.	The Company shall keep or cause to be kept a Register and Index of Members, in accordance with the applicable Sections of the Act. The Company shall be entitled to keep, in any State or Country outside India, a Branch Register of Members, in respect of those residents in that State or Country.	
12.	The Shares, in the capital, shall be numbered progressively according to their several classes and denominations, and, except in the manner hereinabove mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share may continue to bear the number by which the same was originally distinguished with, or as may be otherwise, as may be decided by the Board of Directors or required by any other authority, as may be, for the time being, in force.	
13.	<p>(i) Where at the time, it is proposed to increase the subscribed capital of the Company by allotment of further Shares either out of the unissued or out of the increased Share capital then:</p> <p>(a) Such further Shares shall be offered to the persons who at the date of the offer, are holders of the Equity Shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those Shares at that date.</p> <p>(b) Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than fifteen days and not exceeding thirty days from the date of the offer within which the offer if not accepted, will be deemed to have been declined.</p> <p>(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right provided that the Directors may decline, without assigning any reason to allot any Shares to any person in whose favour any member may, renounce the Shares offered to him.</p>	Shares and Certificates



	<p>(d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.</p> <p>(ii) Notwithstanding anything contained in sub-clause (i) thereof, the further Shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a Registered Valuer subject to such conditions prescribed in the rules made thereunder.</p> <p>(iii) Nothing in sub-clause (c) of (i) hereof shall be deemed:</p> <p>a) To extend the time within the offer should be accepted; or</p> <p>b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favor the remuneration was first made has declined to take the Shares comprised in the renunciation.</p> <p>(iv) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debenture issued or loans raised by the Company to convert such Debenture or loans into Shares in the Company. Provided that the terms of issue of such Debentures or the terms of such loans loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.</p>	
14.	<p>Subject to the provisions of Section 62 of the Companies Act, 2013 and the rules made thereunder and these Articles of the Company for the time being shares shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at part and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time.</p>	
15.	<p>In addition to and without derogating from the powers for that purpose conferred on the Board under the preceding two Articles, the Company, in general meeting, may determine that any Shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered to such persons, whether or not the members of the Company, in such proportion and on such terms and conditions and, subject to compliance with the provisions of applicable provisions of the Act, either at a premium or at par, as such general meeting shall determine and with full power to give any person, whether a member or not, the option to call for or be allotted Shares of any class of the Company either, subject to compliance with the applicable provision of the Act, at a premium or at par, such option being exercisable at such times and for such consideration as may be directed by such general meeting, or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any Shares.</p>	
16.	<p>Any application signed by or on behalf of an applicant for subscription for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles, and every person, who, thus or otherwise, accepts any Shares and whose name is entered on the Registered shall, for the purpose of these Articles,</p>	



	be a member.	
17.	The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly, in the manner prescribed by the Board.	
18.	Every member or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time, in accordance with the Regulations of the Company, require or fix for the payment thereof.	
19.	<p>(i) Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within two (2) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one (1) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one of several joint holders shall be sufficient delivery to all Shareholders. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a power of attorney and the Secretary or some other person appointed by the Board for the purpose, and such two Directors or their attorneys, and the Secretary or other person shall sign the Share Certificates, provided that, if the composition of the Board permits, provided that, of it, at least one of the aforesaid two Directors shall be a person other than Managing Director or a Wholetime Director. Particulars of every Share certificates issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(ii) Any two or more joint allottees, in respect of a Share, shall, for the purpose of this Article, be treated as a single member, and the certificate of any Share, which may be subject of joint ownership, may be delivered to the person named first in the order or otherwise even to any one of such joint owners, on behalf of all of them. For any further certificate, the Board shall be entitled but shall not be bound to prescribe a charge not exceeding Rupee 50(fifty) per such certificate. In this respect, the Company shall comply with the applicable provisions, for the time being, in force, of the Act.</p> <p>(iii) A director may sign a Share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Directors shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
20.	(i) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to receive from any member willing to advance the same, all or any part of the amount of his Shares beyond the sums actually called up and upon the monies so paid in advance or upon so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advances has been made, the Company may pay interest at such rate, as the member paying such sum	



	<p>in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.</p> <p>The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p>The Provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.</p> <p>(ii) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares".</p> <p>(iii) If any certificate be worn out, defaced, mutilated, or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, and a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 50/- (Fifty) for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.</p> <p>(iv) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "DUPLICATE. Issued in lieu of Share Certificate No." The word "DUPLICATE" shall be stamped or punched in bold letters across the face of the Share certificate.</p> <p>(v) Where a new Share certificate has been issued in pursuance of clause (i) or clause (iii) of this Article, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Share Certificates, indicating against the names of the person or persons to whom the certificate is issued, the number and date of issue of the Share certificate, in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.</p> <p>(vi) All blank forms to be issued for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively numbered, whether by machine, hand or otherwise, and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary, where there is no Secretary, the Managing Director or Whole time Director, and where there is no such director, the Chairman of the Board, for the time being, or otherwise of such other person, as the Board may appoint for the purpose, and the Secretary, such director, Chairman or</p>	
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	<p>such other person shall be responsible for rendering an account of these forms to the Board.</p> <p>(vii) The Managing Director of the Company, for the time being, or, if the Company has no Managing Director, every director of the Company shall be severally responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates except the blank forms of Share certificates referred to in Clause (vi) of this Article.</p> <p>(viii) All books referred to in clause (vii) of this Article shall be preserved in good order permanently, or for such period as may be prescribed by the Act or the Rules made thereunder.</p>	
21.	If any Share stands in the names of two or more persons, the person first named, in the Register, shall, as regards receipt of dividends or bonus or service of notices and all or any matter connected with the Company, except voting at meetings and the transfer of the Shares, be deemed the sole holder thereof but the joint holders of a Share shall be severally as well as jointly liable for the payment of all installments of calls due in respect of such Share and for all incidents otherwise.	
22.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any Share, or, except only as is, by these presents, otherwise expressly provided, any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person, from time to time, registered as the holder thereof, but the Board shall be, at liberty, at their sole discretion, to register any Share in the joint names of any two or more persons or the survivor or survivors of them.	
23.	Subject to the provisions of Sections 68 to 70 of the Act 2013 and the rules thereunder, the Company may purchase its own Shares or other specified securities out of free reserves, the securities premium account or the proceeds of issue of any Share or specified securities.	
24.	Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals, permissions, consents and sanctions from the concerned authorities and departments, including the Securities and Exchange Board of India and the Reserve Bank of India, if any, the Company may, by passing a special resolution at a general meeting, purchase its own Shares or other specified securities (hereinafter referred to as 'buy-back') from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots), and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity, from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time.	
25.	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.	Issue of Sweat Equity Shares
26.	Subject to the provisions of Section 40 of the Act 2013 and the rules thereof, the Company may, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in or Debentures of the Company or procuring or agreeing to procure the subscribers, whether absolutely or conditional, for any Shares in or Debentures of the Company, but so that the commission shall not exceed, in the case of Shares, five per cent of the price at which the Shares are issued and, in the case of Debentures two and half per cent of the price at which the Debentures are issued, and such commission may be satisfied in any such manner, including the allotment of the Shares or Debentures, as the case may be, as the Board thinks fit and proper.	Commission and Brokerage



27.	Subject to the provisions of the Act, the Company may pay a reasonable sum for brokerage.	
28.	The Board may, from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a resolution passed only at a duly constituted meeting of the Board, make such call, as it thinks fit, upon the members in respect of all moneys unpaid on the Shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments.	
29.	At least fifteen days' notice, in writing, of any call, shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call be paid.	
30.	A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.	
31.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members whom owing to their residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favor.	
32.	A call may be revoked or postponed at the discretion of Board.	
33.	The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.	
34.	If any members fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall, from time to time, be fixed by the Board, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	
35.	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, the same becomes payable, and, in the case of non-payment, 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.	Calls
36.	On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member, in respect of whose Shares the money is sought to be recovered, appears or is entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered, is alleged to have become due on the Shares in respect of which money is sought to be recovered, and that the resolution making the call is duly recorded in the minute book, and that notice, of which call, was duly given to the member or his representatives and used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, and not that a quorum of Directors was present at the meeting of the Board at which any call was made, and nor that the meeting, at which any call was made, has duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.	
37.	Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.	
38.	(i) The Board may, if it thinks fit, agree to and receive from any member willing to advance the same all or any part of the amounts of his respective Shares beyond the sums actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and, at any time thereafter, as exceeds the amount of the calls then made upon and due in respect of the Shares on account of which such	



	<p>advances are made, the Board may pay or allow interest at such rate, as the member paying the sum in advance and the Board agrees upon, subject to the provisions of the Act. The Board may agree to repay, at any time, any amount so advanced or may, at any time, repay the same upon giving to the member 3 (Three) months' notice, in writing, provided that moneys paid, in advance of calls, on any Shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(ii) No member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable.</p>	
39.	<p>(i) The Company shall have a first and paramount lien upon all the Shares/Debentures (other than fully paid-up Shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/Debentures and no equitable interest in any Shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in all respect of such Shares/Debentures. Unless otherwise agreed, the registration of a transfer of Shares/Debentures shall operate as a waiver of the Company's lien, if any, on such Shares/ Debentures. The Directors may at any time declare any Shares/Debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>(ii) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares</p>	Lien
40.	For the purpose of enforcing such lien, the Board may sell the Shares, subject thereto, in such manner, as it shall think fit, and, for that purpose, may cause to be issued a duplicate certificate in respect of such Shares, and may authorize one of their members to execute a transfer thereof, on behalf of and in the name of such manner. No sale shall be made until such period, as aforesaid, shall have arrived and until notice, in writing, of the intention to sell, shall have been served on such member or his representatives and the default, whether express or implied, shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements, for such further days allowed, after the service of such notice, and stated therein.	Forfeiture of Shares
41.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount, in respect of which the lien exists, as is presently payable, and the residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the persons entitled to the Shares at the date of the sale.	
42.	If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.	
43.	The notice shall name a day, not being less than 14 (Fourteen) days from the date of the notice, and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state, that, in the event of the non-payment at or before the time and at the place appointed, the Shares, in respect of which the call was made or installment is payable, will be liable to be forfeited.	
44.	If the requirements of any such notice, as aforesaid, shall not be complied with, every or any Share, in respect of which such notice has been given, may, at any time thereafter, before payment of all calls or installments, interest and expenses, as may be due in respect thereof, be forfeited by a resolution of the Board to that effect. Subject to the provisions of the Act, 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.	
45.	When any Share shall have been so forfeited, notice of the forfeiture shall be given to the member, in whose name it stood immediately prior to the forfeiture and an entry of the	



	forfeiture with the date thereof, shall, forthwith, be made in the Register of Members. But no forfeiture shall be, in any manner, invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.	
46.	Any Share, so forfeited, shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed off, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.	
47.	Any member, whose Shares have been forfeited, shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereof, until payment, at such rate, as the Board may determine, and the Board may enforce the payment thereof, if it thinks fit.	
48.	The forfeiture of a Share shall involve extinction, at the time of the forfeiture, of all interests in and all claims and demands against the Company, in respect of such Share and all other rights, incidental to the Share, except only such of those rights as by these presents are expressly saved.	
49.	A declaration, in writing, that the declarant is a director or Secretary of the Company and that a Share in the Company has duly been forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares.	
50.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold, and cause the purchaser's name to be entered in the Register, in respect of the Shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and, after his name has been entered in the Register, in respect of such Shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and exclusively against the Company and no one else.	
51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued, in respect of the relative Shares, shall, unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting member, stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates, in respect of the said Shares, to the person or persons entitled thereto.	
52.	The Company shall keep the "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any Share.	Transfer and Transmission of Shares
53.	No transfer shall be registered, unless a proper instrument of transfer has been delivered to the Company. Every instrument of transfer shall be duly stamped, under the relevant provisions of the Law, for the time being, in force, and shall be signed by or on behalf of the transferor and the transferee, and in the case of a Share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint holders or by all such joint transferees, as the case may be, and the transferor or the transferors, as the case may be, shall be deemed to remain the holder or holders of such Share, until the name or names of the transferee or the transferees, as the case may be, is or are entered in the Register of Members in respect thereof. Several executors or administrators of a deceased member, proposing to transfer the Share registered in the name of such deceased member, or the nominee or nominees earlier appointed by the said deceased holder of Shares, in pursuance of the Article 73, shall also sign the instrument of transfer in respect of the Share, as if they were the joint holders of the Share.	
54.	Shares in the Company may be transferred by an instrument, in writing, in the form, as shall, from time to time, be approved by the Directors provided that, if so required by the provisions of the Act, such instrument of Transfer shall be in the form prescribed thereunder, and shall be duly stamped and delivered to the Company within the prescribed period. All the provisions of Section 56 of the Act, 2013 shall be duly complied with in respect of all transfers of Shares and registration thereof.	
55.	The Board shall have power, on giving 7 (Seven) days' previous notice, by advertisement in	



	some newspaper circulating in the district in which the Registered Office of the Company is, for the time being, situated, to close the transfer books, the Register of Members of Register of Debenture holders, at such time or times and for such periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may seem expedient.	
56.	Subject to the provisions of Section 58 and 59 of the Companies Act 2013, these Articles Section 22A of the Securities Contract (Regulation) Act, 1956 and any other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a member in, or Debentures of the Company, the Board shall within one month from the date on which the instrument of transfer, or the intimation of such transmission as the case may be, was delivered to the Company, send to the transferee and transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal to register such transfer, giving reasons for such refusal provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the Shares. Transfer of Shares/ Debentures in whatever lot shall not be refused.	
57.	An application for the registration of a transfer of Shares in the Company may be made either by the transferor or the transferee. Where such application is made by a transferor and relates to partly paid Shares, the Company shall give notice of the application to the transferee. The transferee may, within two weeks from the date of the receipt of the notice and not later, object to the proposed transfer. The notice to the transferee shall be deemed to have been duly given, if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time when it would have been delivered in the ordinary course of post.	
58.	In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title to or interest in such Share, but 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.	
59.	Subject to the provisions of Article 72 hereunder, the executors or administrators or holders of a such Succession Certificate or the legal representative of a deceased member, not being one of two or more joint holders, shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives, unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the Union of India, provided that, in cases, the Board may dispense with production of probate or letters of Administration or Succession Certificate upon such terms as to indemnify or otherwise, as the Board, in its absolute discretion, may think necessary, in the circumstances thereof, and, in pursuance of the Article 61 hereunder, register the name of any person, who claims to be absolutely entitled to the Shares standing in the name of a deceased member, as a member.	
60.	No Share shall, in any circumstances, be transferred to any infant, insolvent or person of unsound mind, and that no Share, partly paid up, be issued, allotted or transferred to any minor, whether alone or along with other transferees or allottees, as the case may be.	
61.	So long as the director having unlimited liability has not discharged all liabilities, whether present or future, in respect of the period for which he is and continues to be, so long, liable, he shall not be entitled to transfer the Shares held by him or cease to be a member of the Stock Exchange(s) to the end and intent that he shall continue to hold such minimum number of Shares as were held by him prior to his becoming a director with unlimited liability.	



62.	Subject to the provisions of Articles 57, 58 and 72 hereof, any person becoming entitled to Shares in consequences of the death, lunacy, bankruptcy or insolvency or any member, or the marriage of any female member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Board, which it shall not be under any obligation to give, upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article or of his title, as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person, nominated by him and approved by the Board, registered as such person, provided, nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing in favor of his nominee an instrument of transfer in accordance with the provisions herein to in these Articles as "The Transmission Article".	
63.	Subject to the provisions of the Act, a person entitled to a Share by transmission shall, subject to the right of the Directors to retain such dividend or money as hereinafter provided, be entitled to receive and may be given a discharge for, any dividends or other moneys payable in respect of the Share.	
64.	No fees shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar document.	
65.	<p>The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof, as shown or appearing in the Register of Members, to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting of such transfer, and may have entered such notice, referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.</p> <ol style="list-style-type: none"> 1) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its Securities and to offer Securities in a dematerialized form pursuant to the Depositories Act, 1996. 2) Every holder of or subscriber to Securities of the Company shall have the option to receive Security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted by law, in respect of any Security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issued to the beneficial owner the required Certificates for the Securities. If a person opts to hold its Security with a Depository, the Company shall intimate such Depository the details of allotment of the Security. 3) All Securities of the Company held by the Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners. 4) <ol style="list-style-type: none"> i. Notwithstanding anything to the contrary contained in the Act, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner. 	



	<p>ii. Save as otherwise provided in (i) above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p>iii. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the record of the Depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a Depository.</p>	
66.	The Company, by resolution in general meeting, may convert any paid up Shares into stock, or may, at any time, reconvert any stock into paid up Shares of any denomination. When any Shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interest, in the same manner and, subject to the same regulations as to which Shares in the Company may be transferred or as near thereto as circumstances will admit. But the Directors may, from time to time, if they think fit, fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but with full power nevertheless, at their discretion, to waive such rules in any particular case. The notice of such conversion of Shares into stock or reconversion of stock into Shares shall be filed with the Registrar of Companies as provided in the Act.	Conversion of Shares into Stock and Reconversion
67.	The Stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and, for other purposes, as would have been conferred by Shares of equal amount in the capital of the Company of the same class as the Shares from which such stock was converted but no such privilege or advantage, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part or, consolidated stock as would not, if existing in Shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the Shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to Shares and the words "Share" and "Shareholder" in these presents shall include "stock" and "stockholder".	
68.	<p>The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the Seal of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.</p> <p>a) fact of the issue of the warrant.</p> <p>b) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and</p> <p>c) the date of the issue of the warrant.</p>	
69.	A Share warrant shall entitle the bearer to the Shares or stock included in it, and, notwithstanding anything contained in these articles, the Shares or stock shall be transferred by the delivery of the Share-warrant, and the provisions of the regulations of the Company with respect to transfer and transmission of Shares shall not apply thereto.	



70.	The bearer of a Share-warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such fees, as the Directors may, from time to time, prescribe, be entitled, subject to the discretion of the Directors, to have his name entered as a member in the Register of Members in respect of the Shares or stock included in the warrant.	
71.	The bearer of a Share-warrant shall not be considered to be a member of the Company and accordingly save as herein otherwise expressly provided, no person shall, as the bearer of Share-warrant, sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company of meetings or otherwise, or qualified in respect of the Shares or stock specified in the warrant for being a director of the Company, or have or exercise any other rights of a member of the Company.	
72.	The Directors may, from time to time, make rules as to the terms on which, if they shall think fit, a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.	
73.	<p>(i) Every holder of Securities in the Company may, at any time, nominate, in the prescribed manner, a person to whom his Securities in the Company, shall vest in the event of his death.</p> <p>(ii) Where the Securities in the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities in the Company shall vest in the event of death of all joint holders.</p> <p>(iii) Notwithstanding anything contained in these Articles or any other law, for the time being, in force, or in any disposition, whether testamentary or otherwise, in respect of such Securities in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities in the Company, the nominee shall, on the death of the Shareholders of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such securities in the Company, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.</p> <p>(iv) In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority.</p>	Nomination by Security Holder
74.	<p>(i) Any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either -</p> <p>a. to be registered himself as holder of the Share(s); or</p> <p>b. to make such transfer of the Share(s) as the deceased Shareholder could have made.</p> <p>(ii) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share(s), himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder.</p> <p>(iii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer has been signed by that Shareholder.</p>	



	<p>(iv) A person, being a nominee, becoming entitled to a Share by reason of the death of the holder, shall be entitled to the same dividends and other advantages which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered a member in respect of his 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(s) and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share(s) or until the requirements of the notice have been complied with.</p>	
75.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	Nominee Director
76.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.	
77.	The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.	
78.	The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.	
79.	Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.	
80.	Provided also that in the event of the Nominee Directors being appointed as Whole time	



	Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.	
81.	<p>(i) The Company shall, in each year, hold a general meeting as its Annual General Meeting. Any meeting, other than Annual General Meeting, shall be called Extra-ordinary General Meeting.</p> <p>(ii) Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.</p> <p>(iii) Every Annual General Meeting shall be called for a time during business hours ie., between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p> <p>(iv) Every member of the Company shall be entitled to attend, either in person or by proxy, and by way of a postal ballot whenever and in the manner as may permitted or prescribed under the provisions of the Act, and the Auditors to the Company, who shall have a right to attend and to be heard, at any general meeting which he attends, on any part of the business, which concerns him as the Auditors to the Company, further, the Directors, for the time being, of the Company shall have a right to attend and to be heard, at any general meeting, on any part of the business, which concerns them as the Directors of the Company or generally the management of the Company.</p> <p>(v) At every Annual General Meeting of the Company, there shall be laid, on the table, the Directors' Report and Audited Statements of Account, Auditors' Report, the proxy Register with forms of proxies, as received by the Company, and the Register of Directors' Share holdings, which Register shall remain open and accessible during the continuance of the meeting, and therefore in terms of the provisions of Section 96 of the Act, the Annual General Meeting shall be held within six months after the expiry of such financial year. The Board of Directors shall prepare the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with the applicable provisions of the Act.</p>	Meeting of Members
82.	The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made.	
83.	Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisitionists.	
84.	Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisitionists, or such	



	of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid.	
85.	Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.	
86.	<p>At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the Shareholders of the Company, if any business other than</p> <ul style="list-style-type: none"> (i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon, (ii) the declaration of dividend, (iii) appointment of directors in place of those retiring, (iv) the appointment of, and fixing the remuneration of, the Auditors, <p>is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time to time, under the Act, of the paid-up Share Capital of that other Company.</p> <p>Where any item of business consists of the according of approval of the members to any document at the meeting, the time and place, where such document can be inspected, shall be specified in the statement aforesaid.</p>	
87.	The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting.	
88.	No general meeting, whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.	
89.	Subject to the provisions of the Act and these Articles, five(5) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is not more than One Thousand; Fifteen (15) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is more than One Thousand but not more than Five Thousand; Thirty (30) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting exceeds five thousand.	
90.	A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.	
91.	If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned	



	to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.	
92.	The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, whether Annual or Extra-ordinary. If there be no such Chairman, or, if, at any meeting, he shall not be present within 15 (Fifteen) minutes of the time appointed for holding such meeting, then the members present shall elect another director as the Chairman of that meeting, and, if no director be present, or if all the Directors present decline to take the Chair, then the members present shall elect one among them to be the Chairman.	
93.	No business shall be discussed at any general meeting, except the election of a Chairman, whilst the Chair is vacant.	
94.	The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is, for the time being, situate, but no business shall be transacted at any adjourned meeting, other than the business left unfinished, at the meeting, from which the adjournment took place.	
95.	At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by any member or members present in person or by proxy and holding Shares in the Company, which confer a power to vote on the resolution not being less than one-tenth or such other proportion as may statutorily be prescribed, from time to time, under the Act, of the total voting power, in respect of the resolution or on which an aggregate sum of not less than Rs. 500,000/- or such other sum as may statutorily be prescribed, from time to time, under the Act, has been paid up, and unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or has been lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.	
96.	In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, if any, have a casting vote in addition to the vote of votes, if any, to which he may be entitled as a member, if he is.	
97.	If a poll is demanded as aforesaid, the same shall, subject to Article 93 hereinafter, be taken at Mumbai or, if not desired, then at such other place as may be decided by the Board, at such time not later than 48 (Forty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situate, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand.	
98.	Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutinisers, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutinisers so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutiniser from office and fill the vacancy so caused in the office of a scrutiniser arising from such removal or from any other cause.	
99.	Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.	
100.	The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, shall not prevent the continuance of a meeting for the transaction of	



	any business other than the question on which the poll has been demanded.	
101.	No member shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, or has exercised, any right of lien.	Votes of Members
102.	Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions so to voting, for the time being, attached to any class of Shares, for the time being, forming part of the capital of the Company, every member, not disqualified by the last preceding Article shall be entitled to be present, speak and vote at such meeting, and, on a show of hands, every member, present in person, shall have one vote and, upon a poll, the voting right of every member present in person or by proxy shall be in proportion to his Share of the paid-up Equity Share Capital of the Company. Provided, however, if any preference Shareholder be present at any meeting of the Company, subject to the provision of section 47, he shall have a right to vote only on resolutions, placed before the meeting, which directly affect the rights attached to his Preference Shares.	
103.	On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes, he uses.	
104.	A member of unsound mind or in respect of whom an order has been made by a 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, be used by his guardian, or any one of his guardians, if more than one, to be selected, in the case of dispute, by the Chairman of the meeting.	
105.	If there be joint registered holders of any Shares, any one of such persons may vote at any meeting or may appoint another person, whether a member or not, as his proxy, in respect of such Shares, as if he were solely entitled thereto, but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, then one of the said persons so present, whose name stands higher on the Register, shall alone be entitled to speak and to vote in respect of such Shares, but the other of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name Shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.	
106.	Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate, being a member, may vote either by a proxy or by a representative, duly authorised, in accordance with the applicable provisions, if any, of the Act, and such representative shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate, which he represents, as that body corporate could exercise, if it were an individual member.	
107.	Any person entitled, under the Article 61 hereinabove, to transfer any Share, may vote, at any general meeting, in respect thereof, in the same manner, as if he were the registered holder of such Shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of his right to transfer such Shares and give such indemnity, if any, as the Directors may require or the Directors shall have provisionally admitted his right to vote at such meeting in respect thereof.	
108.	Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the common seal of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy. The proxy so appointed shall not have a right to speak on any matter at the meeting.	
109.	An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may	



	appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.	
110.	A member, present by proxy, shall be entitled to vote only on a poll.	
111.	The instrument appointing a proxy and a Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the Office not later than 48 (Forty-eight) hours before the time for holding the 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. No instrument appointing a proxy shall be a valid after the expiration of 12 (Twelve) months or such other period as may be prescribed under the Laws, for the time being, in force, or if there shall be no law, then as may be decided by the Directors, from the date of its execution.	
112.	Every Instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances thereto will admit, be in any of the forms as may be prescribed from time to time.	
113.	A vote, given in accordance with the terms of an Instrument of Proxy, shall be valid notwithstanding the previous death of insanity of the principal, or revocation of the proxy or of any power of Attorney under which such proxy was signed or the transfer of the Share in respect of which the vote is given, provided that no intimation, in writing, of the death or insanity, revocation or transfer shall have been received at the Office before the meeting.	
114.	No objections shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, or not disallowed at such meeting or on a poll, shall be deemed as valid for all purposes of such meeting or a poll whatsoever.	
115.	The Chairman, present at the time of taking of a poll, shall be the sole judge of the validity of every vote tendered at such poll.	
116.	<p>(i) The Company shall cause minutes of all proceeding of every general meeting to be kept by making, within 30 (Thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.</p> <p>(ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a director duly authorised by the Board for that purpose.</p> <p>(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>(iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at.</p> <p>(v) All appointments made at any meeting aforesaid shall be included in the minutes of the meeting.</p> <p>(vi) Nothing herein contained shall require or to be deemed to require the inclusion, in any such minutes, of any matter, which, in the opinion of the Chairman of the meeting, (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.</p> <p>(vii) Any such minutes shall be conclusive evidence of the proceedings recorded</p>	



	therein. (viii) The book containing the minutes of proceedings of general meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than 2 (Two) hours, in each day, as the Directors determine, to the inspection of any member without charge.	
117.	Until otherwise determined by a general meeting of the Company and, subject to the applicable provisions of the Act, the number of Directors) shall not be less than three nor more than fifteen. The First Directors of the Company are: 1. Mr. Raj Kumar Gupta 2. Mr. Kuldeep Gupta 3. Mr. Navdeep Gupta	Directors
118.	(i) Whenever, Directors enter into a contract with any Government, whether central, state or local, bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever or in case of Promoters of the Company (hereinafter referred as "Promoters"), the Directors shall have, subject to the provisions of Section 152 and other applicable provisions, if any, of the Act, the power to agree that such appointer or Promoters shall have the right to appoint or nominate by a notice, in writing, addressed to the Company, one or more Directors on the Board (hereinafter referred to as "Special Director") for such period and upon such terms and conditions, as may be mentioned in the agreement if any, and that such Director or Directors may or may not be liable to retire by rotation, nor be required to hold any qualification Shares. The Directors may also agree that any such Director or Directors may be removed, from time to time, by the appointer or Promoter, entitled to appoint or nominate them and the appointer or Promoter may appoint another or others in his or their place and also fill in vacancy, which may occur as a result of any such director or directors ceasing to hold that office for any reasons whatsoever. The directors, appointed or nominated under this Article, shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the directors of the Company including payment of remuneration, sitting fees and travelling expenses to such director or directors, as may be agreed by the Company with the appointer. (ii) The Special Directors, appointed under the preceding Article, shall be entitled to hold Office until required by the Government, person, firm, body corporate promoters or financial institution/s who may have appointed them. A Special Director shall not be required to hold any qualification Share(s) in the Company. As and when a Special Director vacates Office, whether upon request as aforesaid or by death, resignation or otherwise, the Government, person, firm or body corporate promoters or financial institution, who appointed such Special Director, may appoint another director in his place. Every nomination, appointment or removal of a Special Director or other notification, under this Article, shall be in writing and shall, in the case of the Government, be under the hand of a Secretary or some other responsible and authorised official to such Government, and in the case of a company or financial institution, under the hand of director of such company or institution duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid, a Special Director shall be entitled to the same rights and privileges and be subject to the same of obligations as any other director of the Company.	
119.	If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a	



	director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as “the Debenture Director”. A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.
120.	Subject to the provisions of section 161(2) of the Act, 2013, The Board may appoint an alternate director to act for a director (hereinafter called “the Original Director”) during his absence for a period of not less than 3 (Three) months or such other period as may be, from time to time, prescribed under the Act, from the India, in which the meetings of Board are ordinarily held. An alternate director appointed, under this Article, 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 Office, if and when the Original Director returns to that State. If the term of Office of the Original Director is determined before he so returns to that State, any provisions in the Act or in these Articles for the automatic re-appointment of a retiring director, in default of another appointment, shall apply to the original director and not to the alternate director.
121.	Subject to the provisions of section 161(1) of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not, at any time, exceed the maximum fixed under these Articles. Any such Additional Director shall hold Office only upto the date of the next Annual General Meeting.
122.	Subject to the provisions of section 152 and 162 of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be a director to fill a casual vacancy. Any person so appointed shall hold Office only upto the date, upto which the director in whose place he is appointed would have held Office if it had not been vacated by him.
123.	A director shall not be required to hold any qualification Share(s) in the Company.
124.	<p>(i) Subject to the provisions of section 196, 197 and read with schedule V of the Companies Act, 2013, a Managing Director or Director who is in the Whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any other manner, as may be, from time to time, permitted under the Act or as may be thought fit and proper by the Board or, if prescribed under the Act, by the Company in general meeting.</p> <p>(ii) Subject generally to the provisions of the Act, and, in the case of the Managing Director, subject to the provisions of the Articles herein below, as may be applicable, the Board shall have power to pay such remuneration to a director for his services, Whole-time or otherwise, rendered to the Company or for services of professional or other nature rendered by him, as may be determined by the Board. If any director, being willing, shall be called upon to perform extra services or make any special exception in going to or residing at a place other than the place where the director usually resides, or otherwise in or for the Company’s business or for any of the purpose of the Company, then, subject to the provisions of the Act, the Board shall have power to pay to such director such remuneration, as may be determined by the Board.</p> <p>(iii) Subject to the provisions of the Act, a director, who is neither in the Whole-time employment nor a Managing Director, may be paid remuneration either;</p> <ol style="list-style-type: none"> by way of monthly, quarterly or annual payment with the approval of the Central Government; or by way of commission, if the Company, by a special resolution,



	authorizes such payment.	
	(iv) The fee payable to a director, excluding a Managing or Whole time Director, if any, for attending a meeting of the Board or Committee thereof shall be such sum, as the Board may, from time to time, determine, but within and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.	
125.	The Board may allow and pay to any director such sum, as the Board may consider fair compensation, for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any director be called upon to go or reside out of the ordinary place of his residence for the Company's business, he shall be entitled to be repaid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the director, only for the business of the Company.	
126.	The continuing Directors may act, notwithstanding, any vacancy in their body but if, and so long as their number is not reduced below the minimum number fixed by Article 111 hereof. the continuing Directors, not being less than two, may only act, for the purpose of increasing the number of Directors to that prescribed minimum number or of summoning a general meeting but for no other purpose.	
127.	The office of director shall be vacated, pursuant to the provisions of section 164 and section 167 of the Companies Act, 2013. Further, the Director may resign his office by giving notice to the Company pursuant to section 168 of the Companies Act, 2013	
128.	The Company shall keep a Register, in accordance with Section 189(1) of the Act, and within the time as may be prescribed, enter therein such of the particulars, as may be relevant having regard to the application thereto of Section 184 or Section 188 of the Act, as the case may be. The Register aforesaid shall also specify, in relation to each director of the Company, names of the bodies corporate and firms of which notice has been given by him, under the preceding two Articles. The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and the extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 189(3) of the Act shall apply accordingly.	
129.	A director may be or become a director of any other Company promoted by the Company or in which it may be interested as a vendor, Shareholder or otherwise, and no such director shall be accountable for any benefits received as director or Shareholder of such Company except in so far as the provisions of the Act may be applicable.	
130.	<p>(i) At every Annual General Meeting of the Company, one-third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office. The Independent, Nominee, Special and Debenture Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions, if any, of the Act.</p> <p>(ii) Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in Office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot.</p>	
131.	A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.	
132.	Subject to Section 152 of the Act, the Company, at the general meeting at which a director retires in manner aforesaid, may fill up the vacated Office by electing a person thereto.	
133.	(i) If the place of retiring director is not so filled up and further the meeting has not	



	<p>expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day, which is not a public holiday, at the same time and place.</p> <p>(ii) If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meetings, unless:-</p> <p>(a) at that meeting or at the previous meeting, resolution for the re-appointment of such director has been put to the meeting and lost;</p> <p>(b) the retiring director has, by a notice, in writing, addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;</p> <p>(c) he is not qualified, or is disqualified, for appointment.</p> <p>(d) a resolution, whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or</p> <p>(e) Section 162 of the Act is applicable to the case.</p>	
134.	<p>Subject to the provisions of Section 149 of the Act, the Company may, by special resolution, from time to time, increase or reduce the number of directors, and may alter their qualifications and the Company may, subject to the provisions of Section 169 of the Act, remove any director before the expiration of his period of Office and appoint another qualified person in his stead. The person so appointed shall hold Office during such time as the director, in whose place he is appointed, would have held, had he not been removed.</p>	
135.	<p>(i) No person, not being a retiring director, shall be eligible for appointment to the office of director at any general meeting unless he or some member, intending to propose him, has, not less than 14 (Fourteen) days or such other period, as may be prescribed, from time to time, under the Act, before the meeting, left at the Office of the Company, a notice, in writing, under his hand, signifying his candidature for the Office of director or an intention of such member to propose him as a candidate for that office, along with a deposit of Rupees One lakh or such other amount as may be prescribed, from time to time, under the Act., which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(ii) Every person, other than a director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 160 of the Act signifying his candidature for the Office of a director, proposed as a candidate for the Office of a director shall sign and file with the Company, the consent, in writing, to act as a director, if appointed.</p> <p>(iii) A person, other than a director re-appointed after retirement by rotation immediately on the expiry of his term of Office, or an Additional or Alternate Director, or a person filling a casual vacancy in the Office of a director under Section 161 of the Act, appointed as a director or reappointed as a director immediately on the expiry of his term of Office, shall not act as a director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent, in writing, to act as such director.</p>	
136.	<p>The Company shall keep at its Office a Register containing the particulars of its directors and key managerial personnel and their shareholding as mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.</p>	



137.	Every director and Key Managerial Personnel within a period of thirty days of his appointment, or relinquishment of his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association which are required to be included in the register under that section 189 of the Companies Act, 2013.	
138.	<p>(i) Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint, from time to time, any of its member as a Managing Director or Managing Directors of the Company for a fixed term, not exceeding 5 (Five) years at a time, and upon such terms and conditions as the Board thinks fit, and subject to the provisions of the succeeding Article hereof, the Board may, by resolution, vest in such Managing Director or Managing Directors such of the powers hereby vested in the Board generally, as it thinks fit, and such powers may be made exercisable for such period or periods; and upon such conditions and subject to such restrictions, as it may determine. The remuneration of a Managing Director may be by way of salary and/or allowances, commission or participation in profits or perquisites of any kind, nature or description, or by any or all of these modes, or by any other mode(s) not expressly prohibited by the Act or the Rules made thereunder, or any notification or circular issued under the Act.</p> <p>(ii) The Board shall have power to appoint an individual as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time.</p>	Managing Director
139.	Subject to the superintendence, directions and control of the Board, the Managing Director or Managing Directors shall exercise the powers, except to the extent mentioned in the matters, in respect of which resolutions are required to be passed only at the meeting of the Board, under Section 179 of the Act and the rules made thereunder	
140.	<p>Subject also to the other applicable provisions, if any, of the Act, the Company shall not appoint or employ, or continue the appointment or employment of, a person as its Managing or Whole-time Director who :-</p> <p>(i) is below the age of twenty-one years or has attained the age of seventy years</p> <p>(ii) is an undischarged insolvent, or has any time been adjudged an insolvent;</p> <p>(iii) suspends, or has at any time suspended, payment to his creditors, or makes or has, at any time, made, a composition with them; or</p> <p>(iv) is or has, at any time, been convicted by a Court and sentenced for a period of more than six months.</p>	
141.	Unless decided by the Board to the contrary, depending upon the circumstances of the case, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Article 124 hereof. If he ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.	Proceedings of the Board of Directors
142.	The Directors may meet together as a Board for the despatch of business, from time to time, and shall so meet at least once in every 3 (Three) months and at least 4 (Four) such meetings shall be held in every year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit, subject to the provisions of the Act. The Board of directors may participates in a meeting of the Board either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.	



143.	Not less than seven (7) days' notice of every meeting of the Board may be given, in writing, in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. Subject to the provisions of section 173(3) meeting may be called at shorter notice.	
144.	Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength, excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one, or two directors, whichever is higher, provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time.	
145.	If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned for 30 minutes in the same day and at same place.	
146.	A director may, at any time, or Secretary shall, as and when directed by the any of the Directors to do so, convene a meeting of the Board, by giving a notice, in writing, to every other director.	
147.	The Board may, from time to time, elect one of their member to be the Chairman of the Board and determine the period for which he is to hold the office. If at any meeting of the Board, the Chairman is not present at a time appointed for holding the same, the directors present shall choose one of them, being present, to be the Chairman of such meeting.	
148.	Subject to the restrictive provisions of any agreement or understanding as entered into by the Company with any other person(s) such as the collaborators, financial institutions, etc., the questions arising at any meeting of the Board shall be decided by a majority of the votes of the directors present there at and, also subject to the foregoing, in the case of an equality of votes, the Chairman shall have a second or casting vote.	
149.	A meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, which, by or under the Act or the Articles of the Company, are, for the time being, vested in or exercisable by the Board generally.	
150.	Subject to the restrictions contained in Section 179 of the Act 2013 and the rules made thereunder, the Board may delegate any of their powers to the committee of the Board, consisting of such number of its body, as it thinks fit, and it may, from time to time, revoke and discharge any such committee of the Board, either wholly or in part and either as to persons or purposes, but every committee of the Board, so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board, in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if were done by the Board.	
151.	The meetings and proceedings of any meeting of such Committee of the Board, consisting of two or more members, shall be governed by the provisions contained herein for regulating the meetings and proceedings of the meetings of the directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	
152.	No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be, and to all the directors or to all the members of the Committee, at their usual addresses in India and has been approved, in writing, by such of the directors or members of the Committee as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.	
153.	All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a director shall notwithstanding that it shall, afterwards, be discovered that there was some defect in the appointment of such director or persons acting as aforesaid or that they or any of them were or was, as the case may be, disqualified or had vacated office or that the appointment of any of them was disqualified or had vacated office or that the	



	<p>appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had duly been appointed and was qualified to be a director and had not vacated his office or his appointed had not been terminated, provided that nothing in this Article shall be deemed to give validity to any act or acts done by a director or directors after his or their appointment(s) has or have been shown to the Company to be invalid or to have terminated.</p>	
154.	<p>(i) The Company shall cause minutes of all proceedings of every meeting of the Board and the Committee thereof to be kept by making, within 30 (Thirty) days of the conclusion of each such meeting, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.</p> <p>(ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p>(iii) In no case, the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>(iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>(v) All appointment made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>(vi) The minutes shall also contain:-</p> <ol style="list-style-type: none"> the names of the Directors present at the meeting; and in the case of each resolution passed at the meeting, the names of the directors, if any dissenting from or not concurring in the resolution. <p>(vii) Nothing contained in sub-clauses (i) to (vii) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting -</p> <ol style="list-style-type: none"> is, or could reasonably be regarded as, defamatory of any person; is irrelevant or immaterial to the proceedings; or is detrimental to the interests of the Company;. <p>and that the Chairman shall exercise an absolute discretion with regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in this sub-clause.</p> <p>(viii) Minutes of the meetings kept in accordance with the aforesaid provisions shall be an evidence of the proceedings recorded therein.</p>	
155.	<p>Without prejudice to the general powers as well as those under the Act, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles or otherwise, it is hereby declared that the Directors shall have, inter alia, the following powers, that is to say, power –</p> <ol style="list-style-type: none"> to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company; to pay and charge, to the account of the Company, any commission or interest 	



	<p>lawfully payable thereon under the provision of the Act;</p> <p>(iii) subject to the provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and being in the interests of the Company, and in any such purchase or other acquisition to accept such title or to obtain such right as the directors may believe or may be advised to be reasonably satisfactory;</p> <p>(iv) at their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in Shares, Bonds, Debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid up, with such amount credited as paid up thereon, as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may either be specifically charged upon all or any part of the properties of the Company and its uncalled capital or not so charged;</p> <p>(v) to secure the fulfilment of any contracts or engagement entered into by the Company or, in the interests or for the purposes of this Company, by, with or against any other Company, firm or person, by mortgage or charge of all or any of the properties of the Company and its uncalled capital, for the time being, or in such manner and to such extent as they may think fit;</p> <p>(vi) to accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, whether under buy-back or otherwise, on such terms and conditions as shall be agreed mutually, and as may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force,</p> <p>(vii) to appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, in which it is interested, or for any other purposes, and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;</p> <p>(viii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any differences to arbitration and observe and perform any awards made thereon;</p> <p>(ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents;</p> <p>(x) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;</p> <p>(xi) subject to the applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security, not being Shares of this Company, or without security and in such manner, as they may think fit, and from time to time, to vary or realise such investments, save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;</p> <p>(xii) to execute, in the name and on behalf of the Company, in favour of any director or other person, who may incur or be about to incur any personal liability whether as</p>	
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	<p>principal or surety, for the benefit or purposes of the Company, such mortgages of the Company's property, present and future, as they may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;</p> <p>(xiii) to determine from time to time, who shall be entitled to sign, on behalf of the Company, bills, invoices, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and or any other document or documents and to give the necessary authority for such purpose, and further to operate the banking or any other kinds of accounts, maintained in the name of and for the business of the Company;</p> <p>(xiv) to distribute, by way of bonus, incentive or otherwise, amongst the employees of the Company, a Share or Shares in the profits of the Company, and to give to any staff, officer or others employed by the Company a commission on the profits of any particular business or transaction, and to charge any such bonus, incentive or commission paid by the Company as a part of the operational expenditure of the Company;</p> <p>(xv) to provide for the welfare of directors or ex-directors, Shareholders, for the time being, or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings, or grants of moneys, whether as a gift or otherwise, pension, gratuities, allowances, bonus, loyalty bonuses or other payments, also whether by way of monetary payments or otherwise, or by creating and from time to time, subscribing or contributing to provident and other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of worship, instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance, as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or place of operations, or of public and general utility or otherwise;</p> <p>(xvi) before recommending any dividend, to set aside out of the profits of the Company such sums, as the Board may think proper, for depreciation or to a Depreciation Fund, or to an Insurance Fund, a Reserve Fund, Capital Redemption Fund, Dividend Equalisation Fund, Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes, including the purposes referred to in the preceding clause, as the Board may, in their absolute discretion, think conducive to the interests of the Company and, subject to the provisions of the Act, to invest the several sums so set aside or so much thereof, as required to be invested, upon such investments, other than shares of the Company, as they may think fit, and from time to time, to deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes, as the Board, in their absolute discretion, think conducive to the interests of the Company, notwithstanding, that the matter, to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds, as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or divisions of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the</p>	
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	<p>purchase of or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, subject to the provisions of the applicable laws, for the time being, in force.</p> <p>(xvii) to appoint and at their discretion, remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants or other employees, in or for permanent, temporary or special services, as they may, from time to time, think fit, and to determine their powers and duties and to fix their salaries, emoluments or remuneration of such amount, as they may think fit.</p> <p>(xviii) to comply with the requirements of any local laws, Rules or Regulations, which, in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with.</p> <p>(xix) at any time, and from time to time, by power of attorney, under the Seal of the Company, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them;</p> <p>(xx) Subject to the provisions of the Act, for or in relation to any of the matters, aforesaid or otherwise, for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company, as they may consider expedient;</p> <p>(xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.</p>	
156.	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.	Buy-Back of Shares
157.	<p>The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely</p> <p>(i) Managing Director, and</p> <p>(ii) Manager</p>	Management
158.	<p>Subject to the provisions of the Act,—</p> <p>(i) A chief executive officer, manager, company secretary, 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, chief financial officer so appointed may be removed by means of a resolution of the Board;</p>	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer



	(ii) A director may be appointed as chief executive officer, manager, company secretary, chief financial officer.	
159.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary, chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary, chief financial officer.	
160.	Copies of the Memorandum and Articles of Association of the Company and other documents, referred to in Section 17 of the Act, shall be sent by the Company to every member, at his request, within 7 (Seven) days of the request, on payment, if required by the Board, of the sum of Re.1/- (Rupee One Only) or such other higher sum, as may be prescribed, from time to time, under the Act and further decided, from time to time, by the Board, for each such copy.	Copies of Memorandum and Articles to be sent to Members
161.	<p>(i) The Board shall provide a Common Seal for the purposes of the Company, and shall have power, from time to time, to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal, for the time being, and that the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Common Seal of the Company shall be kept at its office or at such other place, in India, as the Board thinks fit.</p> <p>(ii) The Common Seal of the Company shall be used by or under the authority of the Directors or by a Committee of the Board of Directors authorised by it in that behalf in the presence of at least one director, or Secretary or any other responsible officer of the Company as may be expressly authorised by the Board by way of a resolution passed at their duly constituted meeting, who shall sign every instrument to which the seal is affixed. Such instruments may also be counter-signed by other officer or officers, if any, appointed for the purpose. However, the certificates, relating to Shares or Debentures in or of the Company, shall be signed in such manner as may be prescribed in the Act and/or any Rules thereunder.</p>	Seal
162.	The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles, and further subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up or credited as paid up to the Shares held by them respectively.	Dividend
163.	The Company, in general meeting, may declare that dividends be paid to the members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company may, in general meeting, declare a smaller dividend than was recommended by the Board.	
164.	<p>Subject to the applicable provisions of the Act, no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :-</p> <p>(i) if the Company has not provided for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;</p> <p>(ii) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid as against the profits of the Company for any financial year or</p>	



	years arrived at in both cases after providing for depreciation in accordance with the provisions of schedule II of the Act	
165.	The Board may, from time to time, pay to the members such interim dividend, as in their judgement, the position of the Company justifies.	
166.	Where capital is paid in advance of calls, such capital may carry interest as may be decided, from time to time, by the Board, but shall not, in respect thereof, confer a right to dividend or to participate in profits.	
167.	All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during which any portion or portions of the period in respect of which the dividend is paid up; but if any Share is issued on the terms providing that it shall rank for dividend as from a particular date or on such preferred rights, such Share shall rank for dividend accordingly.	
168.	The Board may retain the dividends payable upon Shares in respect of which any person is, under the Article 61 hereinabove, entitled to become a member, or which any person under that article is entitled to transfer until such person shall become a member in respect of such Shares, or shall duly transfer the same and until such transfer of Shares has been registered by the Company, notwithstanding anything contained in any other provision of the Act or these Articles, the provisions of Section 206A of the Act or the corresponding section of Act, 2013 as and when notified shall apply.	
169.	Any one of several persons, who are registered as joint holders of any Share, may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such Shares.	
170.	No member shall be entitled to receive payment of any interest or dividend in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares or otherwise howsoever, either alone or jointly with any other person or persons, and the Board may deduct, from the interest or dividend payable to any member, all sums of money so due from him to the Company.	
171.	Subject to the applicable provisions, if any, of the Act, a transfer of Shares shall not pass the right to any dividend declared thereon and made effective from the date prior to the registration of the transfer.	
172.	Unless otherwise directed, any dividend may be paid up by cheque or warrant or by a pay-slip sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to that one of them first named in the Register in respect of the joint holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip lost in transmission or for any dividend lost to the member or person entitled thereto due to or by the forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.	
173.	<p>(i) If the Company has declared a dividend but which has not been paid or claimed within 30 (Thirty) days from the date of declaration the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (Thirty) days a special account to be opened by the Company in that behalf in any scheduled Bank. The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.</p> <p>(ii) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years, from the date of such transfer shall be transferred by the Company to the Fund know as the Investor Education and Protection Fund established under Section 125 of the Act 2013.</p>	
174.	Subject to the provisions of the Act, no unpaid dividend shall bear interest as against the	



	Company.	
175.	Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.	
176.	<p>(i) The Company, in general meeting, may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account or in the hands of the Company and available for dividend, or representing premium received on the issue of Shares and standing to the credit of the Share Premium Account, be capitalised and distributed amongst such of the Shareholders as would be entitled to receive the same, if distributed by way of dividend, and in the same proportion on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied, on behalf of such Shareholders, in paying up in full either at par or at such premium, as the resolution may provide, any unissued Shares or Debentures or Debenture stock of the Company which shall be distributed accordingly on in or towards payment of the uncalled liability on any issued Shares or Debentures, stock and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said capitalised sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied for the paying of any unissued Shares to be issued to members of the Company as, fully paid up, bonus Shares.</p> <p>(ii) A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company, not subject to charge for income tax, be distributed among the members on the footing that they receive the same as capital.</p> <p>(iii) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article, the Board may settle any difficulty, which may arise, in regard to the distribution, as it thinks expedient, and, in particular, may issue fractional certificates and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of value less than Rs.10/- (Rupees Ten Only) may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalized funds, as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act and the Board may appoint any person to sign such contract, on behalf of the persons entitled to the dividend or capitalized fund, and such appointment shall be effective.</p>	Capitalisation
177.	<p>The Company shall keep at the Office or at such other place in India, as the Board thinks fit and proper, books of account, in accordance with the provisions of the Act with respect to :-</p> <p>(i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;</p> <p>(ii) all sales and purchases of goods by the Company;</p> <p>(iii) the assets and liabilities of the Company;</p> <p>(iv) such particulars, if applicable to this Company, relating to utilization of material</p>	Accounts



	<p>and/or labour or to other items of cost, as may be prescribed by the Central Government.</p> <p>Where the Board decides to keep all or any of the books of account at any place, other than the Office of the Company, the Company shall, within 7 (Seven) days, or such other period, as may be fixed, from time to time, by the Act, of the decision, file with the Registrar, a notice, in writing, giving the full address of that other place.</p> <p>The Company shall preserve, in good order, the books of account, relating to the period of not less than 8 (Eight) years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year, together with the vouchers relevant to any entry in such books.</p> <p>Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article, if proper books of account, relating to the transaction effected at the branch office, are kept at the branch office, and the proper summarized returns, made up to day at intervals of not more than 3 (Three) months or such other period, as may be prescribed, from time to time, by the Act, are sent by the branch office to the Company at its Office or other place in India, at which the books of account of the Company are kept as aforesaid.</p> <p>The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain the transactions represented by it. The books of account and other books and papers shall be open to inspection by any director, during business hours, on a working day, after a prior notice, in writing, is given to the Accounts or Finance department of the Company.</p>	
178.	The Board shall, from time to time, determine, whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of members, not being the directors, and no member, not being a director, shall have any right of inspecting any account or books or document of the Company, except as conferred by law or authorised by the Board.	
179.	The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act.	
180.	A copy of every such Profit & Loss Accounts and Balance Sheets, including the Directors' Report, the Auditors' Report and every other document(s) required by law to be annexed or attached to the Balance Sheet, shall at least 21 (Twenty-one) days, before the meeting, at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any Debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such member or trustees being persons so entitled.	
181.	The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.	
182.	<p>a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <ol style="list-style-type: none"> by any member or creditor without any payment of fees; or by any other person on payment of such fees as may be prescribed, 	Register of Charges



	Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.	
183.	<p>a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.</p> <p>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>	Audit
184.	<p>(i) A document or notice may be served or given by the Company on any member either personally or by sending it, by post or by such other means such as fax, e-mail, if permitted under the Act, to him at his registered address or, if he has no registered address in India, to the address, if any, in India, supplied by him to the Company for serving documents or notices on him.</p> <p>(ii) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying, wherever required, and posting a letter containing the document or notice, provided that where a member has intimated to the Company, in advance, that documents or notices should be sent to him under a certificate of posting or by registered post, with or without the acknowledgement due, and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner and, such service shall be deemed to have been effected, in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.</p>	Documents and Notices
185.	A document or notice, whether in brief or otherwise, advertised, if thought fit by the Board, in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served or sent on the day, on which the advertisement appears, on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.	
186.	A document or notice may be served or given by the Company on or to the joint holders of a Share by serving or giving the document or notice on or to the joint holder named first in the Register of Members in respect of the Share.	
187.	A document or notice may be served or given by the Company on or to the person entitled to a Share, including the person nominated in the manner prescribed hereinabove, in consequence of the death or insolvency of a member by sending it through the post as a prepaid letter addressed to them by name or by the title or representatives of the deceased, or assigned of the insolvent or by any like description, at the address, if any, in India, supplied for the purpose by the persons claiming to be entitled, or, until such an address has been so supplied, by serving the document or notice, in any manner in which the same might have been given, if the death or insolvency had not occurred.	



188.	Documents or notices of every general meeting shall be served or given in some manner hereinafter authorised on or to (i) every member, (ii) every person entitled to a Share in consequence of the death or insolvency of member, (iii) the Auditor or Auditors of the Company, and (iv) the directors of the Company.	
189	Every person who, by operation of law, transfer or by other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which, previously to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derives his title to such Shares.	
190.	Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.	
191.	All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the Office by post, under a certificate of posting or by registered post, or by leaving it at the Office, or by such other means such as fax, e-mail, if permitted under the Act.	
192.	The Liquidator, on any winding up, whether voluntary or under supervision or compulsory, may, with the sanction of a special resolution, but subject to the rights attached to any Preference Share Capital, divide among the contributories, in specie, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, as the liquidators, with the like sanction, shall think fit.	Winding Up
193.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.	Indemnity and Responsibility
194.	<p>(i) Every director, manager, auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with the individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these presents or the Memorandum of Association of the Company.</p> <p>(ii) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors, or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and, which in the opinion of the Directors, it would be inexpedient in the interests of the Company to disclose.</p>	Secrecy



SECTION IX – 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 the Company or entered into more than two years before the date of the Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office & corporate office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated September 23, 2021 between our Company and Lead Manager to the Issue.
2. Agreement dated September 14, 2021 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated [●] among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated [●] among NSDL, the Company and the Registrar to the Issue.

Material Documents

8. Certified copies of the Memorandum and Articles of Association of the Company as amended.
9. Certificate of Incorporation dated January 29, 1990 issued by the Registrar of Companies, Rajasthan, Jaipur
10. Fresh Certificate of Incorporation dated June 3, 1993 issued by the Registrar of Companies, Rajasthan, Jaipur consequent upon change of name of our Company.
11. Fresh Certificate of Incorporation dated January 31, 1996 issued by the Registrar of Companies, Rajasthan, Jaipur consequent upon Conversion of the Company to Public Company.
12. Copy of the Board Resolution dated August 20, 2021 authorizing the Issue and other related matters.
13. Copy of Shareholder's Resolution dated August 28, 2021 authorizing the Issue and other related matters.
14. Copies of Audited Financial Statements of our Company for the years ended March 31, 2021, 2020 and 2019.
15. Statutory Auditors Report dated September 28, 2021 on Restated Financial Statements of our Company for the years ended March 31, 2021, 2020 and 2019.
16. Copy of the Statement of Special Tax Benefits dated September 28, 2021 from the Statutory Auditor.
17. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue, Sponsor Bank, Statutory Auditor of the Company, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company as referred to, in their respective capacities.
18. Board Resolution dated September 30, 2021 for approval of Draft Prospectus, dated [●] for approval of Prospectus
19. Due Diligence Certificate from Lead Manager dated September 30, 2021 filed with NSE and SEBI.
20. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the SME Platform of the National Stock Exchange of India Limited (NSE Emerge).

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Kuldeep Gupta Chairman & Managing Director DIN: 00092023	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Navdeep Gupta Whole Time Director DIN: 00091344	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mrs. Savitri Gupta Non-Executive Director DIN: 00118408	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Virender Kumar Independent Director DIN: 00590828	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Ramesh Bhandari Independent Director DIN: 01144070	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Mr. Ashwin Gupta Chief Financial Officer PAN: BEPPG5891F	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Name and Designation	Signature
Mr. Harshit Garg Company Secretary & Compliance officer M. No. : A34673	Sd/-

Date: September 30, 2021

Place: Jaipur, Rajasthan