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Aztec Fluids &amp; Machinery Limited

CIN: U24100GJ2010PLC060446

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Rd, Maninagar, Ahmedabad, Gujarat-380028	Rekha Vishal Jhanwar, Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@aztecfluids.com">cs@aztecfluids.com</a> ; Tel No: +91-7048333211	<a href="http://www.aztecindia.org">www.aztecindia.org</a>

**PROMOTERS OF THE COMPANY**

Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya

**DETAILS OF THE ISSUE**

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	36,00,000 equity shares Issue size ₹ [•] Lakhs	Nil	₹ [•] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES****RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 70 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their 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 Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 22 of this Red Herring Prospectus.


**ISSUER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring 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 Red Herring 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 Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated April 30, 2024 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Neelkanth Agarwal	Email: <a href="mailto:jb@hemsecurities.com">jb@hemsecurities.com</a> Tel. No.: +91- 22- 49060000

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 BIGSHARE SERVICES PRIVATE LIMITED	Babu Rapheal C	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Tel No: +91 22 6263 8200

**ISSUE PROGRAMME**

ANCHOR PORTION ISSUE OPENS/CLOSES ON: MAY 09, 2024*	BID/ISSUE OPENS ON: MAY 10, 2024	BID/ISSUE CLOSES ON: MAY 14, 2024**
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\* Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Issue Opening Date.

\*\* Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.



**Aztec Fluids & Machinery Limited**  
CIN: U24100GJ2010PLC060446

**RED HERRING PROSPECTUS**  
100% Book Built Issue  
Dated: May 03, 2024  
Please read Section 26 and 32 of the  
Companies Act, 2013

Our Company was originally incorporated as a private limited Company under the name of “Aztec Fluids & Machinery Private Limited” on April 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli bearing registration number as 060446. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on November 08, 2023 and the name of the Company was changed from “Aztec Fluids & Machinery Private Limited” to “Aztec Fluids & Machinery Limited” vide fresh certificate of incorporation dated November 24, 2023, issued by the Registrar of Companies, Ahmedabad. The Corporate identification number of our Company is U24100GJ2010PLC060446.

**Registered Office:** Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Rd, Maninagar, Ahmedabad, Gujarat-380028.

**Contact Person:** Rekha Vishal Jhanwar, Company Secretary & Compliance Officer

**Tel No:** +91-7048333211; **E-mail:** [cs@aztecfluids.com](mailto:cs@aztecfluids.com); **Website:** [www.aztecindia.org](http://www.aztecindia.org)

**Promoters of our Company:** Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya

#### DETAILS OF THE ISSUE

**INITIAL PUBLIC OFFER OF UPTO 36,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE “EQUITY SHARES”) OF AZTEC FLUIDS & MACHINERY LIMITED (FORMERLY KNOWN AS AZTEC FLUIDS & MACHINERY PRIVATE LIMITED) (“OUR COMPANY” OR “AFML” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 1,82,000 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 34,18,000 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 26.47% and 25.13% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND AHMEDABAD EDITION OF AHMEDABAD EXPRESS, A GUJARATI REGIONAL NEWSPAPER (GUJARATI BEING THE REGIONAL LANGUAGE OF AHMEDABAD WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE (“BSE SME”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE**

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “*Issue Procedure*” beginning on page 218 of this Red Herring Prospectus.

#### RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 70 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their 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 Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 22 of this Red Herring Prospectus.

#### ISSUER’S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring 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 Red Herring 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 Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated April 30, 2024 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



**HEM SECURITIES LIMITED**  
**Address:** 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India  
**Tel. No.:** +91- 022- 49060000; **Fax No.:** +91- 022- 22625991  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person:** Neelkanth Agarwal  
**SEBI Registration Number.** INM000010981



**BIGSHARE SERVICES PRIVATE LIMITED**  
**Address:** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 MH, India.  
**Tel No.:** +91 22 6263 8200  
**Facsimile:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Babu Rapheal C  
**SEBI Registration Number:** INR000001385

#### ISSUE PROGRAMME

<b>ANCHOR PORTION ISSUE OPENS/CLOSES ON:</b> <b>MAY 09, 2024*</b>	<b>BID/ISSUE OPENS ON:</b> <b>MAY 10, 2024</b>	<b>BID/ISSUE CLOSES ON:</b> <b>MAY 14, 2024**</b>
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\*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

\*\* Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Red Herring 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 Red Herring 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, 1956 (“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 76, 138 and 247 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Terms	Description
“AFML”, “the Company”, “our Company”, “Issuer” or “Aztec Fluids & Machinery Limited”	Aztec Fluids & Machinery Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered office at Part H Plinth, 4th Floor Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.
“we”, “us” or “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company related terms

Term	Description
AOA/ Articles/ Articles of Association	The articles of association of our Company, as amended
Audit Committee	Audit Committee of our Company as described in the chapter titled “ <b>Our Management</b> ” beginning on page 118 of this Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. K A R M A & CO. LLP, (Firm Registration No. as 127544W/W100376).
Bankers to our Company	ICICI Bank Limited
Board of Directors/ the Board/ our Board	The board of directors of our Company, as constituted from time to time. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on page 118 of this Red Herring Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Harsh Tejeenath Rawal.
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 Rekha Vishal Jhanwar (M. No.: A42596)
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, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see “ <b>Our Management</b> ” on page 118 of this Red Herring Prospectus
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 ₹ 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)
Group Companies	Our group companies in accordance with the SEBI ICDR Regulations and the Materiality Policy as set out in section titled “ <b>Our Group Companies</b> ” on page 194

<b>Term</b>	<b>Description</b>
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 <b>“Our Management”</b> on page 118 of this Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE0S1L01013
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 <b>“Our Management”</b> on page 118 of this Red Herring Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Aztec Fluids & Machinery Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Pulin Kumudchandra Vaidhya
Materiality Policy	The policy adopted by our Board on December 15, 2023 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
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 <b>“Our Management”</b> beginning on page 118 of this Red Herring 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. Pulin Kumudchandra Vaidhya ,Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya For further details, please refer to section titled <b>“Our Promoter &amp; Promoter Group”</b> beginning on page 132 of this Red Herring 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 <b>“Our Promoter and Promoter Group”</b> beginning on page 132 of this Red Herring 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 Part H Plinth, 4th Floor Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities for nine months period ended at December 31, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit & Loss for nine months period ended at December 31, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Cash Flows Statements for nine months period ended at December 31, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 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 Prospectus (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Unless specified otherwise refers to ROC Ahmedabad situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013, Gujarat.
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 <b>“Our Management”</b> beginning on page 118 of this Red Herring Prospectus
Stock Exchange	Unless the context requires otherwise, refers to BSE Ltd. (BSE).
Shareholders	Shareholders of our Company from time to time.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya, Tania Bhatia and Shlok Bhatia.



## Issue Related Terms

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders 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 retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Fresh Issue to successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Applicant/ ASBA Investor	Any prospective investor(s)/applicant(s) in this Issue who apply (ies) through the ASBA process in terms of the Prospectus.
Banker to the Issue Agreement	Agreement dated March 27, 2024 entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
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 Axis Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Issue and which is described in the chapter titled “ <b>Issue Procedure</b> ” beginning on page 218 of this Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price

<b>Terms</b>	<b>Description</b>
	Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Ahmedabad Edition of Regional newspaper Ahmedabad Express where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Ahmedabad Edition of Regional newspaper Ahmedabad Express where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidders /First Bidder/Applicant	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category-I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum 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.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
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
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA 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 BRLM, the Registrar to the Issue and the Stock Exchange.

<b>Terms</b>	<b>Description</b>
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, name of the Bidders father/husband, investor status, occupation and Bank Account details.
Depositor/ 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 i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Director Identification Number
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-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 Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account(s) or the Refund Account(s), as applicable, in terms of the Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Finlease Private Limited
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> .
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited ("SME Exchange") ("BSE SME")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated January 30, 2024 as filed with BSE SME
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
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 Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the issue and in relation to whom the 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.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Fresh Issue	The fresh issue of up to 36,00,000 Equity Shares by our Company, at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs.
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



Terms	Description
	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
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
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 offer 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 SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager.
HSL	Hem Securities Limited
Issue Agreement	The Issue Agreement dated January 23, 2024 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being ₹ [●] per Equity share, as determined by our Company, in consultation with the BRLM.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled <b>“Objects of the Issue”</b> beginning on page 63 of this Red Herring Prospectus
Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Offering/ IPO	The Initial Public Offer of upto 36,00,000 Equity shares of ₹ 10/- each at Issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs comprising the Fresh Issue.
Book Running Lead Manager/ LM	Manager to the Issue, in this case being Hem Securities Limited, a SEBI Registered Merchant Banker.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LLP	Limited Liability Partnership
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 Reservation Portion	The reserved portion of 1,82,000 Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated January 23, 2024 between our Company, Book Running Lead Manager and Market Maker.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
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 34,18,000 equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh issue excluding issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled <b>“Objects of the Issue”</b> beginning on page 63 of this Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 5,14,000 Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price.
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

<b>Terms</b>	<b>Description</b>
	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.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
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.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 17,06,000 Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being Axis Bank Ltd.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated January 30, 2024 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.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs

<b>Terms</b>	<b>Description</b>
	applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 11,98,000 Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
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 SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
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.
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 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.
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
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.
SME Exchange	SME Platform of the BSE i.e. BSE SME.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Specified Securities	Equity shares offered through this Red Herring 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.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Systemically Important Non- Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.

<b>Terms</b>	<b>Description</b>
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.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM 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 January 23, 2024 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NPCI, 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	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, 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, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the 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 Mechanism	The mechanism that was used by an RIB to make a Bid in the Issue in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	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.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
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**

<b>Term</b>	<b>Description</b>
CIJ printer	Continuous Inkjet printer
CPI	Consumer Price Index
DOD printer	Drop on demand printers
EAP	East Asia and Pacific
ECA	Europe and Central Asia
EMDE	Emerging Market and Developing Economies
GDP	Gross Domestic Product
G.I. sheet	Grey Iron sheet
IIP	Index of Industrial Production
MNA	Middle East and North Africa

MoSPI	Ministry of Statistics & Programme Implementation
MS	Mild Steel
NIJ printers	New Inkjet Printers (Piezoelectric printers)
PCB	Printed Circuit Board
PVC	Polyvinyl Chloride
SAR	South Asia
SSA	Sub-Saharan Africa
TTO	Thermal Transfer Over printer
WPI	Wholesale Price Index

### **Conventional terms and Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
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
BSE	BSE 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



<b>Abbreviation</b>	<b>Full Form</b>
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
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
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
GIR Number	General Index Registry Number
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
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

<b>Abbreviation</b>	<b>Full Form</b>
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
BRLM	Book Running Lead Manager
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
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
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
NRI	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 Offer.
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

<b>Abbreviation</b>	<b>Full Form</b>
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
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
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 Red Herring 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 Red Herring Prospectus to “India” are to the Republic of India. All references in the Red Herring Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

In this Red Herring 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 Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### Use of Financial Data

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our restated financial information prepared for the nine months period ended on December 31, 2023 and financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 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 138 of this Red Herring 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 Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 138 of this Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

For additional definitions used in this Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 247 of the Red Herring 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 Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 70 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

### Currency of Financial Presentation

All references to “Rupees” or “INR” or “₹” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “*Industry Overview*” throughout the Red Herring 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 22, 91 and 178 respectively of this Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Red Herring 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 Red Herring Prospectus includes certain “forward-looking statements”. We have included statements in the Red Herring 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;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Global distress due to pandemic, war or by any other reason.

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 22, 91 and 178 respectively of the Red Herring 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 Book Running 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 BRLM 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 RED HERRING PROSPECTUS

### A. OVERVIEW OF BUSINESS

Established in 2010, we provide coding and marking solutions to a diverse range of industries such as personal care, food & beverages, pharmaceuticals, construction materials, cables, wires & pipes, metals, automotive & electronics, agrochemicals, chemicals & petrochemicals etc. Our product portfolio includes (i) printers such as continuous inkjet printers (CIJ), Thermal Transfer Over printers (TTO), Drop on demand printers (DOD), NIJ printers (i.e. piezoelectric printers) and laser printers (ii) printer inks and (iii) printer consumable items i.e. makeup and cleaning solvents.

### B. OVERVIEW OF THE INDUSTRY

India's Capital Goods manufacturing industry serves as a strong base for its engagement across sectors such as Engineering, Construction, Infrastructure and Consumer goods, amongst others. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. Capital Goods sector contributes to 12% of India's manufacturing output and 1.8% to GDP. Market valuation of the capital goods industry was US\$ 43.2 billion in FY22. The Indian electronics manufacturing industry is projected to reach US\$ 520 billion by 2025. The demand for electronic products is expected to rise to US\$ 400 billion by 2025 from US\$ 33 billion in FY20. Electronics market has witnessed a growth in demand with market size increasing from US\$ 145 billion in FY16 to US\$ 215 billion in FY19—the market witnessed a growth of 14% CAGR from 2016-19. Electronics system market is expected to witness 2.3x demand of its current size (FY19) to reach US\$ 160 billion by FY25.

(Source: [www.ibef.org/](http://www.ibef.org/))

### C. PROMOTERS

Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya are the Promoters of our Company.

### D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 36,00,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs (“**The Issue**”), out of which 1,82,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] 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 34,18,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute 26.47% and 25.13% 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	Amount (₹ in lakhs)
1.	Funding of the proposed acquisition of equity shares of Jet Inks Private Limited	1400.00
2.	Repayment of a portion of certain borrowing availed by our Company	372.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

### F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 1,00,00,000 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 Red Herring Prospectus:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters (A)</b>				
1.	Pulin Kumudchandra Vaidhya	74,99,700	75.00%	74,99,700	[●]
2.	Amisha Pulin Vaidhya	24,99,800	25.00%	24,99,800	[●]
3.	Kumudchandra Bhagwandas Vaidya	100	0.00	100	[●]
	<b>Sub Total (A)</b>	<b>99,99,600</b>	<b>100.00</b>	<b>99,99,600</b>	<b>[●]</b>
	<b>Promoter Group (B)</b>				
4.	Rekhaben Kumud Vaidya	100	0.00	100	[●]
5.	Jayeshbhai Ramjibhai Vakani	100	0.00	100	[●]
6.	Chandrabhaga Jayeshbhai Vakani	100	0.00	100	[●]

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
7.	Pulin K Vaidhya HUF	100	0.00	100	[●]
	<b>Sub Total (B)</b>	<b>400</b>	<b>0.00</b>	<b>400</b>	[●]
	<b>Total (A) + (B)</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>1,00,00,000</b>	[●]

## G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the nine months period ended December'23 and financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021:

Particulars	(₹ in lakhs)			
	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	1,000.00	200.00	1.00	1.00
Net Worth	1,986.34	1,535.60	1,238.56	958.92
Revenue from Operations	5,092.86	5,426.11	4,571.55	3,389.94
Profit after tax	450.74	327.38	311.25	246.28
Earnings per Share <i>(based on weighted average number of shares)</i>	4.51	3.27	3.11	2.46
Net Asset Value per Share <i>(based on weighted average number of shares)</i>	19.86	15.36	12.39	9.59
Total Borrowings	565.95	562.31	552.40	514.34

## H. AUDITOR QUALIFICATIONS NOT GIVEN EFFECT IN THE RESTATED FINANCIAL STATEMENTS

There have been no audit qualifications/observations in Statutory Auditor's Report for year/period ended 31.12.2023, 31.03.2023, 31.03.2022, 31.03.2021 which requires adjustments in restated financial statements. For further details, please refer to "Restated Financial Information" on page 138 of the RHP

## I. SUMMARY OF OUTSTANDING LITIGATIONS

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

### Litigations involving the Company:-

Nature of Cases	No. of Outstanding Cases	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable*
Tax proceedings:		
<b>Direct Tax</b>		
TDS defaults	3	0.35
<b>Indirect Tax</b>		
GST	3	23.33
Custom Duty – Supreme Court	1	260.36 <i>((along with confiscation of goods and penalty))</i>
Custom Duty - Commissioner of Customs (Appeal)	15	179.24
<b>Total</b>	<b>22</b>	<b>463.28</b>

\*To the extent quantifiable

### Litigations involving our Promoter & Directors:-

Nature of Cases	No. of Outstanding Cases	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable
Tax proceedings:		
<b>Direct Tax</b>		
<b>Indirect Tax</b>		
Custom Duty – Supreme Court	1	Not determinable
<b>Total</b>	<b>1</b>	<b>Not determinable</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 187 of this Red Herring Prospectus.

## J. **RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 22 of this Red Herring Prospectus.

## K. **SUMMARY OF CONTINGENT LIABILITIES**

Following is the summary of the Contingent Liabilities and Commitments of the Company:

(₹ in lakhs)

Particulars	As at			
	31/12/2023	31/03/2023	31/03/2022	31/03/2021
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts (TDS Defaults)	0.35	0.10	0.10	0.10
Guarantees given on Behalf of the Company				
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-
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	-	-	-	-
<b>Total</b>	<b>0.35</b>	<b>0.10</b>	<b>0.10</b>	<b>0.10</b>

For further details, please refer to Note-V Contingent Liabilities of the chapter titled “**Financial Information of the Company**” on page 138 of this Red Herring 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 nine months period ended Dec.’23 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021:

### A. **RELATED PARTY DISCLOSURE**

#### (a) **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	Pulin K. Vaidhya	Managing Director
2	Amisha P. Vaidhya	Director
3	Kumudchandra B. Vaidhya	Director
4	Axis Druckfarben LLP	Entity in which Relative of KMP are interested
5	Fluidtech Corporation	Entity in which KMP are interested
6	Aztec Fluids & Machinery	Entity in which KMP are interested
7	Jet Inks Private Limited	Entity in which KMP are interested

#### (b) **Transaction with related Parties :-**

(Rs. In Lakhs)

SI No.	Particulars	For the financial year/Period ended			
		31-12-2023	2022-23	2021-22	2020-21
<b>1</b>	<b>Remuneration Paid to Directors</b>				
i)	Pulin K. Vaidhya	56.25	75.00	63.00	57.50
ii)	Amisha P. Vaidhya	40.50	54.00	57.00	52.70
<b>2</b>	<b>Interest on Unsecured loan</b>				
i)	Pulin K. Vaidhya	0.69	0.43	5.75	15.62
ii)	Amisha P. Vaidhya	9.62	16.20	14.56	19.17
iii)	Kumudchandra B. Vaidhya	<b>0.79</b>			
<b>3</b>	<b>Rent Expenses</b>				
i)	Pulin K. Vaidhya	1.00	9.90	15.00	18.00

ii)	Amisha P. Vaidhya	1.00	9.90	15.00	18.00
<b>4</b>	<b>Sales of Goods</b>				
i)	Axis Druckfarben LLP	403.58	556.26	465.05	318.62
ii)	Jet Inks Private Limited	46.13			
<b>5</b>	<b>Purchase of Goods</b>				
i)	Axis Druckfarben LLP	6.22	6.55	23.85	41.36
ii)	Fluidtech Corporation	481.99	191.44	168.96	-
iii)	Aztec Fluids & Machinery	-	-	19.33	-
<b>6</b>	<b>Professional Fees</b>				
i)	Kumudchandra B. Vaidhya	3.75	9.00	-	-
<b>7</b>	<b>On Account Transactions</b>				
i)	Aztec Fluids & Machinery (Amount rec. by company on behalf the entity)	-	10.12	73.65	4.80
<b>8</b>	<b>Loan Taken by the Company</b>				
i)	Pulin K. Vaidhya	0.62	15.43	5.75	15.62
ii)	Amisha P. Vaidhya	6.02	16.20	14.56	29.17
iii)	Kumudchandra B. Vaidhya	-	11.60	-	-
<b>9</b>	<b>Loan Paid back by the Company</b>				
i)	Pulin K. Vaidhya	10.00	4.56	125.57	68.67
ii)	Amisha P. Vaidhya	10.00	88.84	1.89	1.44
iii)	Aztec Fluids & Machinery	-	-	-	11.42
<b>10</b>	<b>Deposit taken by the company</b>				
i)	Fluidtech Corporation	2.00	-	-	-
<b>11</b>	<b>Balance Outstanding( Liability)</b>				
	<b>Loan Payable Balances</b>				
i)	Pulin K. Vaidhya	5.90	15.28	4.41	124.24
ii)	Amisha P. Vaidhya	145.59	149.57	222.21	209.53
iii)	Kumudchandra B. Vaidhya	11.60	11.60	-	-
	<b>Remuneration Payables</b>				
i)	Pulin K. Vaidhya	3.85	3.85	12.50	19.30
ii)	Amisha P. Vaidhya	2.70	2.70	1.36	7.11
<b>12</b>	<b>Balance Outstanding</b>				
	<b>Trade Receivables</b>				
i)	Axis Druckfarben LLP	74.66	109.27	84.06	37.78
	<b>Trade Payables</b>				
i)	Axis Druckfarben LLP	2.09	2.60	3.32	0.93
ii)	Fluidtech Corporation	83.97	(0.01)	-	-
	<b>Deposit Liability</b>				
i)	Fluidtech Corporation	0.00	-	-	-
	<b>On Account Transactions Balances</b>				
i)	Aztec Fluids & Machinery	-	-	10.12	83.77

For further details, please refer to the Note W – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 138 of this Red Herring Prospectus.

#### **M. 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 Red Herring Prospectus.

#### **N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR**

Sr. No.	Name of the Promoter	No. of Shares acquired in last one year	Weighted Average Price (in ₹)
1.	Pulin Kumudchandra Vaidhya	60,00,000*	Nil
2.	Amisha Pulin Vaidhya	20,00,000*	Nil
3.	Kumudchandra Bhagwandas Vaidya	100	Nil

\*Number of shares include bonus issue of shares allotted in last one year

#### **O. AVERAGE COST OF ACQUISITION OF SHARES**



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

<b>Sr. No.</b>	<b>Name of the Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in ₹)</b>
1.	Pulin Kumudchandra Vaidhya	74,99,700	0.01
2.	Amisha Pulin Vaidhya	24,99,800	0.01
3.	Kumudchandra Bhagwandas Vaidya	100*	0.00

**P. PRE-IPO PLACEMENT**

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

**Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH**

Our Company has not issued Equity Shares for consideration other than cash in the last one year.

**R. SPLIT/ CONSOLIDATION OF EQUITY SHARES**

Our company has not done any split/consolidation/ subdivision of equity shares of the Company since incorporation.

**S. EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

As on date of the Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

### **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 Red Herring 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 138, 91 and 178 respectively of this Red Herring 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 Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

#### **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 Red Herring 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 22 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 178 of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Restated Financial Statements**”.

#### **INTERNAL RISK FACTORS**

1. **There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions could impact our networth, profitability, cashflows and divert management time and attention and have an adverse effect on our business, prospects, results of operations and financial condition.**

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. For details, see “**Outstanding Litigation and Material Developments**” beginning on page 187 of this Red Herring Prospectus.

#### **Litigations involving the Company:-**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
		(₹ in lakhs)
Tax proceedings:		
<b>Direct Tax</b>		
TDS defaults	3	0.35
<b>Indirect Tax</b>		
GST	3	23.33
Custom Duty – Supreme Court**	1	260.36

		((along with confiscation of goods and penalty)
Custom Duty - Commissioner of Customs (Appeal)***	15	179.24
<b>Total</b>	<b>22</b>	<b>463.28</b>

\*To the extent quantifiable

\*\*A Special Leave Petition (“SLP”) dated September 01, 2022 with diary no. 24575 of 2022 has been filed by the Union of India and others (“Petitioners”) against our Company and Director, Mr. Pulin Vaidhya (“Respondents”) before the Hon’ble Supreme Court, challenging the order dated 01.04.2022 passed in favor of Aztec Fluids & Machinery Pvt Ltd. (“Our Company”) by the Hon’ble High Court of Gujarat in Special Civil Application (“SCA”) No. 5562 of 2021. Our Company filed the aforesaid Special Civil Application before the Hon’ble High Court, contesting the Show Cause Notice dated 24.02.2021 issued by the Directorate of Revenue Intelligence (DRI), Chennai, regarding the alleged misclassification of products under custom tariff and wrong availment of exemption notifications in import of coding and marking machines i.e. CIJ printers, parts & accessories of CIJ printer and laser marking machines thereby evading corresponding basic custom duty (BCD) and applicable countervailing duty (CVD), special additional duty (SAD) and integrated GST (IGST). As per the said show cause notice, the differential amount of duty under various heads were demanded from us aggregating to Rs. 260.36 lakhs, and it was sought from us that why the printers valuing to Rs. 2749.32 lakhs should not be confiscated and why penalty should not be imposed under Customs Act, 1962. Further, the show cause notice alleged that Mr. Pulin Vaidhya has wilfully and intentionally misdeclared and misclassified the products and is therefore liable for penalty under the Customs Act, 1962. The said DRI show cause notice was challenged by us in the High Court on the grounds that the said notice was issued by the Additional Director General, Directorate of Revenue Intelligence, Chennai Zonal Unit, which does not fall within the definition of a proper officer and as such he could not have issued the notice under Sections 28 and 124 of the Customs Act, 1962. Furthermore, our company has deposited ₹ 50 Lakhs as duty under protest after initiation of DRI investigation and before the issuance of the aforesaid show cause notice. The said SLP is currently pending adjudication before the Hon’ble Supreme Court.

\*\*\*Our company (referred to as the 'Appellant') has lodged 15 appeals against various Bills of entries (being the assessment orders), with the Commissioner of Customs (Appeals), Ahmedabad. The appellant is engaged in the importation of various goods, including Inkjet Printers, laser marking machines, and related accessories. A dispute arose regarding the classification of these imported goods. The assessing officer raised questions regarding the classification of the imported items. The Appellant contends that the imported printers should be classified as inkjet printers under CTH 84433250, where the duty rate is nil. However, the assessing officers classified them as inkjet printing machines under CTH 84433910, with a duty rate of 7.5%. Despite our company's responses to the notices received from Customs, the final Order-In-Original (OIO) dated 11-02-2021 was issued by the Deputy Commissioner of Customs, determining the duty to be paid at 7.5%, as per the classification under CTH 84433910. Accordingly, our Company has been paying differential duty under protest and has been self assessing the goods at a higher rate of duty. Thus, our company has paid a total amount of Rs. 179.24 lakhs as basic custom duty under various bill of entries against which 15 appeals has been filed with the Commissioner of Customs (Appeals), Ahmedabad, by our Company seeking relief which inter-alia includes request to set aside the self assessment of various bill of entries. The said appeals are under adjudication before Commissioner of Customs (Appeals), Ahmedabad.

In the event of an unfavorable decision by legal authorities regarding the inkjet printer classification in custom duty tariff heading, our cost of material consumed will increase as we will be required to recognize basic customs duty of 7.5% as our cost. Moreover, such a scenario will require us to recognize all customs duty previously booked under "Other current assets," totaling Rs. 451.83 lakhs (as of December 31, 2023), as an expense, which would result in a substantial adverse impact on our net worth, profitability, cash flows, liquidity, goodwill, and overall business operations.

#### Litigations involving our Promoter & Directors:-

Nature of Cases	No. of Outstanding Cases	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable
Tax proceedings:		
<b>Direct Tax</b>	-	-
<b>Indirect Tax</b>		
Custom Duty – Supreme Court	1	Not determinable
<b>Total</b>	<b>1</b>	<b>Not determinable</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 187 of this Red Herring Prospectus.

Any adverse decisions in the aforesaid cases could impact our cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and will have an adverse effect on our business, prospects, goodwill, results of operations and financial condition.

2. **Termination or non-renewal of the distributorship agreement with Lead Tech or any material modification to the existing terms under such agreement adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.**

Since 2015, we are an exclusive distributor of Lead Tech (Zhuhai) Electronic Co. Ltd., China for CIJ Printers, TTO Printers and a range of associated equipment and accessories for distribution in various countries such as India, Sri Lanka, Nepal, Bhutan, Bangladesh, Kenya and Nigeria. Our exclusive distributorship agreement with Lead Tech is valid till December 06, 2026 and can be renewed, at the discretion of both the parties. Further, the agreement can be discontinued by either of the party by giving a minimum notice period of 2 years. Pursuant to the said agreement, we have been assigned responsibilities, which majorly includes:

- i. Our Company shall have competent sales staff to cater business of the territory
- ii. We shall provide proper and efficient after sales service for the product sold or installed in the territory in accordance with the Lead Tech standards.
- iii. We shall not customize, modify any of the Lead Tech product, without its approval

In case, we are unable to perform our responsibilities as per the distributorship agreement or achieve the targeted sales, the Lead Tech may choose to terminate the agreement. For instance, we have been given a target to sell 1200 CIJ printers by Lead Tech in 2022, which was not achieved by us, however, there was no repercussion from Lead Tech for not achieving the said target by us. In the event of termination or non-renewal of the distributorship agreement by Lead Tech or any material modification to the existing terms under such agreement adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.

**3. *Termination or non-renewal of the manufacturing and supply agreement with Fluidtech Corp (“Fluidtech”) or any material modification to the existing terms under such agreement adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.***

We provide coding and marking solutions through our product portfolio of (i) printers (ii) printer inks and (iii) printer consumable items i.e. makeup and cleaning solvents. We procure inks from Fluidtech Corp (“Fluidtech”), a partnership firm of our Promoters, Mr. Pulin Vaidhya and Mrs. Amisha Vaidhya. Currently, we are manufacturing printer consumable items i.e. makeup and cleaning solvents as well as inks in certain quantity as per requirement basis. We have entered into a manufacturing and supply agreement dated December 22, 2023 with Fluidtech, pursuant to which Fluidtech shall exclusively be manufacturing inks and consumable items for our Company. Thus, going forward, we intend to discontinue the manufacturing operations of makeup, cleaning solvents and inks, as we will be procuring the same from Fluidtech. The manufacturing and supply agreement is valid for a period of 15 years and is automatically renewable for another 15 years, unless terminated by either of the party. Further, after the expiry of total 30 years, both the parties may mutually discuss and agree to extend the period of the agreement. Further, the agreement can be terminated inter-alia, upon mutual written agreement of both the parties or in case of breach of any warranty of the agreement.

In the event of termination or non-renewal of the manufacturing and supply agreement by Fluidtech or any material modification to the existing terms under such agreement adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.

**4. *Our Statutory Auditor have included certain qualifications in their Audit Report for financial statements pertaining to F.Y. 2020-21, 2021-22 and 2022-23 and tax audit reports for the same financial years.***

Our Statutory Auditor have included certain qualifications/observations in their Audit Reports and Tax Audit reports for financial statements pertaining to F.Y. 2020-21, 2021-22 and 2022-23. Below are the details of the same:

**Basis for Opinion**

**F.Y. 2022-23, 2021-22 and 2020-21**

- Travelling Expenses debited to Profit Loss A/c not segregated between domestic travelling Expenses & Foreign Travelling Expenses because of evidences/explanations & information regarding foreign travelling Expenses not provided by the management.
- The company has not received confirmation of balances and transactions from concerned entities in relation to sales, purchases, Debtors, Creditors, Loans & Advances, Liabilities Any overstatement/or understatement of such items, pursuant to receipt of confirmation of balances and, transactions from respective entities and impact thereof on the financial statements /s not quantifiable.

**In respect of statutory dues**

**F.Y. 2022-23**

According to the information & Explanation provided by the management, a lump sum amount of Rs 50,00,000/- paid to the concerned department under protest and Custom Duty paid of Rs 862873/- in financial year 2019-20, Rs 7205917.45/- in financial year 2020-21, Rs 10889780.30/- in financial year 2021-22 and Rs 11105114.30 in financial year 2022-23 under protest which not recognized as a direct expenses till custom related matter not finally decide which shown under the head of Short term loan & advances in Balance Sheet for the year 2023.

As per information and explanation provided by the management, There is a dispute finally decided before Honourable High Court regarding initiated the proceeding and conducted inquiry/investigation for the imports made at various Customs Stations are wholly

illegal and without jurisdiction due to DRI Officer is not proper officer who can invoke section 28 of the customs Act and therefore, the notice issued by the DRI under section 28 of Customs Act is exfacie illegal and without any authority or jurisdiction.

#### **F.Y. 2021-22**

According to the information & Explanation provided by the management, a lump sum amount of Rs 50, 00,000/- paid to the concerned department under protest and Custom Duty paid of Rs 862873/- in financial year 2019-20, Rs 7205917.45/- in financial year 2020-21 and also Rs 10889780.30/- paid under protest which not recognized as a direct expenses till custom related matter not finally decide which shown under the head of Short term loan & advances in Balance Sheet for the year 2022.

#### **F.Y. 2020-21**

According to the information & Explanation provided by the management, a lump sum amount of Rs 50, 00,000/- paid to the concerned department under protest and Custom Duty paid of Rs 862873/- in financial year 2019-20 and also Rs 7205917.45/- in financial year 2020-21 under protest which not recognized as a direct expenses till custom related matter not finally decide by the High Court which shown under the head of Short term loan & advances in Balance Sheet for the year 2021.

Our results of operations for the F.Y./period stated as below is presented hereunder:

**(₹ In lakhs)**

<b>Particulars</b>	<b>Apr.'23-Dec.'23</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Profit before tax (PBT)	609.41	430.88	413.97	342.70
Profit after tax (PAT)	450.74	327.38	311.25	246.28

### **Major Observations/Qualifications in the Tax Audit Report**

#### **F.Y. 2022-23 and 2021-22**

Assesse informed that the required information under clause 44 has not maintained in absence of any disclosure requirement under the GST Law further the software of the assessee is not configured to generate reports on information asked for under this clause. In view of the above, we are unable to verify and report the desired information under this clause.

It is not possible for us to determine the breakup the total expenditure of entities registered or not under the GST as necessary information is not maintained by the assessee in its books of accounts further the standard accounting software used by the assessee is not configured to generate the reports in respect of historical data in absence of any prevailing statutory requirements regarding the requisite information in this clause.

There is no assurance that our statutory audit reports or tax audit reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations which may affect our results of operations in such future periods. For further details, see, **“Financial Information of the Company”** on page 138 of this RHP.

**5. *The Jet Inks Acquisition is not yet completed, and there are inherent uncertainties associated with uncompleted acquisitions, including that there may be certain risks associated with the Jet Inks that our Company is not aware of.***

Our Company proposes to utilise an estimated amount of ₹ 1400.00 lakhs out of the issue proceeds towards acquisition of Jet Inks Private Limited. Our company has executed a term sheet dated November 6th, 2023, pertaining to the acquisition of all of the equity shares of Jet Inks Private Limited (“Jet Inks”) from its Promoters. Pursuant to the term sheet, our Company acquired 18.05% stake in Jet Inks at a consideration of Rs. 3 crores. Further, our Chairman & Managing Director, Pulin Kumudchandra Vaidhya, also became a Director in Jet Inks Private Limited. Further, our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders, namely Barrla Fets Private Limited, Badr Mansur H Al Refae and Rajendra Jagadeesan in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company. There may be material risks associated with the Jet Inks Private Limited about which our Company is not aware. Any discovery of unknown liability concerning the Jet Inks or any adverse fact pertaining to the Company may materially and adversely affect our business, financial condition and results of operations. For further details, please refer chapter titled “Objects of the Issue” beginning on page 63 of this Red Herring Prospectus.

**6. *We do not own the existing manufacturing facility, repair & testing centre and regional offices from which we carry out our business activities. In case of non-renewal of rent agreements or dispute in relation to use of the said premise, our business and results of operations can be adversely affected.***

A part of our existing manufacturing facility located at Shed 68, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva Overbridge, Vatva, Ahmedabad -382443 has been obtained by us from our Promoter & Director, Amisha Pulin Vaidhya on NOC basis. Further, the repair & testing facility located at Maninagar, Ahmedabad, is obtained by us on rent through Leave and License Agreement dated November 09, 2023 executed between Pulin Kumudchandra Vaidhya & Amisha Pulin Vaidhya. Further, our

regional offices are obtained by us on rent from third parties. In the event of termination/non-renewal of said agreements, we may be required to vacate the said premises which may cause disruption in our inventory management, corporate affairs and business and impede our effective operations which could lead temporarily impact our business operations until we get suitable alternative premises. For details on the duration of existing rent/lease agreements for our premises, please refer to the section titled “Our Business-Properties” beginning on page 98 of this Red Herring Prospectus. In addition, few of the agreements pertaining to the lease/rent has irregularities of enforceability, such as non-registration of agreement and inadequate payment of stamp duty, which may affect the evidentiary value of the relevant agreements in specific performance or other injunctive procedures in a court of law, and could impair our operations. Further, it may result in levy of penal charges, in case cognizance being taken by concerned Authorities. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favorable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our manufacturing operations which could materially and adversely affect our business, financial condition and results of operations.

**7. *There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and certain non-compliances of provisions of Companies Act, 2013. 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 filed certain ROC forms such as Form CHG-1 for creation of charge on vehicle loans taken in the past, due to oversight, which is a non-compliance of Section 77 of the Companies Act, 2013 and is subject to penalty under section 86 and/or other relevant provision(s) of Companies Act, 2013 which states that the company shall be liable to a penalty of five lakh rupees and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees. 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, financial conditions and result of operations.

**8. *Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.***

The substantial portion of our revenues has been dependent upon few customers. For instance, our top ten customers for the nine months period ended Dec.’23, F.Y. ended March 31, 2023 and March 31, 2022 accounted 65.36%, 57.11% and 57.85% of our revenue from operations for the respective year. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company. However, with an experience of over a decade in this field, we have been able to develop long-standing relationships with our customers some of whom have been with us for around five years. For instance, companies such as Astral pipes, Prince pipes, Ashirvad Pipes, Makson Pharmaceuticals, Sentini Flopipes and Best Ink and Solutions have been our customers for the last five fiscals.

The contribution of our top ten customers in our sales as a percentage of the revenue from operations during Fiscal 2023 are disclosed hereunder:

S. No.	Customer	% contribution in the revenue from operations for Fiscal 2023
1	Customer 1	35.01%
2	Customer 2	10.32%
3	Customer 3	3.72%
4	Customer 4	1.82%
5	Customer 5	1.34%
6	Customer 6	1.07%
7	Customer 7	1.02%
8	Customer 8	1.00%
9	Customer 9	0.96%
10	Customer 10	0.86%
<b>Total</b>		<b>57.11%</b>

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such



customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers.

We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

**9. Our Company is dependent on limited number of external suppliers for its product requirements. Any delay or failure on the part of such suppliers to deliver products at acceptable prices, may adversely affect our business, profitability and reputation.**

We procure printers and associated items mainly from the Lead Tech Group, China with which we have an exclusive distributorship for CIJ Printers, TTO Printers and for a range of associated equipment and accessories. The other type of printers such as DOD and NIJ are imported by us from other foreign suppliers with which we do not have any long-term agreements. Further, we procure inks from Fluidtech Corp ("Fluidtech"), a partnership firm of our Promoters, Mr. Pulin Vaidhya and Mrs. Amisha Vaidhya with which we have entered into a manufacturing and supply agreement dated December 22, 2023.

The contribution of our top five suppliers in our purchase of materials and finished goods as a percentage of the total purchase during Fiscal 2023 is disclosed hereunder:-

S. No.	Supplier	contribution in the total purchase for Fiscal 2023	
		Amt. (Rs. in lakhs)	%
1	Lead Tech Group	2415.09	68.22%
2	Yeacode Xiamen Inkjet Inc.	199.6	5.64%
3	Fluidtech Corp	191.44	5.41%
4	Expresolv Limited	115.77	3.27%
5	Shree Umiya Poly Plast	73.39	2.07%
<b>Total</b>		<b>2995.29</b>	<b>84.61%</b>

Our reliance on a limited number of suppliers, particularly on Lead Tech Group, for our products exposes us to risks, that may include, but are not limited to, reductions, delay or failure on the part of our suppliers to deliver products in a timely manner, product quality issues, failure to negotiate favourable terms with our key vendors, vendors changing their sales strategy or shifting focus to some other channel, deterioration in the financial condition or business prospects of these suppliers, all of which could have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company. In addition, we do not have control over the quality of products which are sold by us.

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of quality products at acceptable prices. In addition, a large part of our success is dependent on our ability to offer certain key products within certain categories to our consumers. If we experience significant relationship attrition with key vendors and fail to attract new relationships, the quantity and variety of products that are offered through our platform may decline, consumers may use our platform less frequently or not at all, and our revenue and results of operations may be adversely affected.

Except for Lead Tech and Fluidtech Corp, we do not have any long -term agreements with our suppliers. We generally make our purchases with suppliers through purchase orders. Thus, our suppliers may be unable to provide us with a sufficient quantity of products, at prices acceptable to us. Further, any unexpected rise in the prices of the products or raw materials or shortage in supply or any adverse change in terms and conditions of supply would result in increase of our procurement cost. In case we are not able to pass on any such increase in cost to the clients because of competition or otherwise, it may affect the profitability of the Company.

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. If we are required to identify alternative third parties for any of our required products, the process of qualification and approval could cause delays in providing services to clients. Any extended interruption in the supply of products could disrupt our operations and can have a material adverse effect on our business, results of operations or financial condition. Although we believe we have maintained stable relationships with these suppliers in the past, we cannot assure you that, we will be able to source adequate quantities of products in a timely

manner from our existing suppliers in the future or we will be able to find alternative suppliers at acceptable prices and quality levels or at all. Our inability to do so may adversely affect our reputation, business, results of operations and cash flows.

In addition, any restrictions, either from the Central or state governments of India, or from countries which we import from, on the import of products (particularly printers and other items from Lead Tech, China) or any adverse change in policies by India or other countries, in terms of tariff and non-tariff barriers, may adversely affect our business, prospects, financial condition and results of operations. There can be no assurance that such restrictions/ regulations would not be made more stringent which would consequently restrict our ability to import products from other jurisdictions. Further, there can be no assurance that, under these circumstances, we will be successful in identifying alternate vendors for products or we will be able to source the products at favourable terms in a timely manner. Any restriction on import of products could have an adverse effect on our ability to deliver products to our customers, business and results of operations.

**10. We may fail to realise targeted synergies or other anticipated benefits from the acquisition of Jet Inks.**

Our Company proposes to utilise an estimated amount of ₹ 1400.00 lakhs out of the issue proceeds towards acquisition of Jet Inks Private Limited. We are pursuing the Jet Inks acquisition to diversify the customer base, leverage on its manufacturing capacity & sales network and strengthen our presence in South region of India. We seek to create long-term value for our stakeholders through the Jet Inks acquisition. For further details, please refer chapter titled “*Objects of the Issue*” beginning on page 63 of this Red Herring Prospectus. However, there can be no guarantee that we will realise any or all of the anticipated benefits from the Jet Inks acquisition in a timely manner or at all. In particular, our ability to realise anticipated benefits and the timing of this realisation may be affected by a variety of factors, including but not limited to:

- the challenges involved in integrating our Company and Jet Inks IT infrastructure, processes and systems;
- inability to retain the customer base of Jet Inks; and
- unforeseeable events, including major changes in the industries in which our Company and Jet Inks operate.

If the anticipated benefits that our Company expects are not realised or are delayed, our business, results of operations, financial condition and prospects could be adversely affected. Even if we are able to successfully integrate our businesses and operations, it may not be possible to realise the full benefits of the integration opportunities, the synergies that we currently expect to result from the Jet Inks acquisition, or realise these benefits within the time frame that we currently expect.

**11. The completion of the Jet Inks acquisition is subject to a number of conditions, which may not be fulfilled or waived.**

Our Company proposes to utilise an estimated amount of ₹ 1400.00 lakhs out of the issue proceeds towards acquisition of Jet Inks Private Limited. Pursuant to the term sheet dated November 6<sup>th</sup>, 2023 entered among Barrla Fets Private Limited, Mr. Badr Mansur Hamza Al Refae and Jagdeesan Rajendran (shareholders of Jet Inks Private Limited) and our Company, our Company shall acquire 100% of the outstanding equity share capital of Jet Inks Private Limited from the existing shareholders at a total consideration of Rs. 1700.00 lakhs. Further, our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders, namely Barrla Fets Private Limited, Badr Mansur H Al Refae and Rajendra Jagadeesan in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company. For further details, please refer chapter titled “*Objects of the Issue*” beginning on page 63 of this Red Herring Prospectus.

The Jet Inks acquisition is subject to i) our Company successfully raising funding for the consideration payable for the Jet Inks acquisition; and iii) the fulfilment of conditions specified in the share purchase agreement which inter-alia includes obtaining approval from lender Banks/financial institution, submission of resignation letters by existing Board of Directors (except Mr. Pulin Vaidhya). While proceeds from the Issue are proposed to be utilised for funding the Jet Inks acquisition, our Company may not have funds available by May 30, 2024 to meet in full its payment obligations for the Jet Inks Acquisition. This could delay completion of the Jet Inks Acquisition, reduce the anticipated benefits of the acquisition or result in a material adverse effect on the business, results of operations, financial condition and prospects of our Company. If completion of the Jet Inks acquisition does not occur within the timeframe contemplated, our Company may experience a delay in achieving its strategic objectives and could suffer a significant impact on its reputation, which could have a material adverse effect on our business, results of operations and financial condition.

**12. We derive a significant portion of our revenue from the sale of our key product i.e. printers, particularly CIJ printers. Any decline in the sales of our key product could have an adverse effect on our business, results of operations and financial condition.**

We generate a significant portion of our revenue from our key product i.e. printers which contributed to 31.21% of our total revenue in Fiscal 2023 amounting to ₹ 1694.90 lakhs and 33.54% of our total revenue for the nine months period ending December 31, 2023 amounting to ₹ 1707.48 lakhs. Amongst the printers we sell, continuous inkjet printers (“CIJ printers”) contributes to most of the revenue, for instance, out of the total 867 printers sold by us in the nine months period Apr.’23 to Dec.’23, 792 printers were continuous inkjet printers. Any decline in the sales of printers and particularly, CIJ printers on account of any reason including change in technology, increased competition, pricing pressures or fluctuations in the demand or supply of such products may

adversely affect our business, results of operations and financial condition. We cannot assure you that we will be able to maintain the same levels of sales for CIJ printers in the future. Any inability on our end to anticipate and adapt to technological changes or evolving consumer preferences and/or any decrease in the demand for our key product may adversely impact our business prospects and financial performance.

The following table sets forth information on our product mix in terms of revenue contribution in the periods indicated:

(Rs. in lakhs)

Revenue Details	F.Y. 2020-21	%	F.Y. 2021-22	%	F.Y. 2022-23	%	Apr.'23 to December.'23	%
<b>Printers sold (in no.)</b>	<b>664</b>		<b>853</b>		<b>971</b>		867	
Printers sold (Rs. in lakhs)	1088.38	32.11	1450.11	31.74	1694.60	31.28	1707.48	33.54
Ink sold (Rs. in lakhs)	905.85	26.73	1377.09	30.15	1509.53	27.86	1320.89	25.95%
Makeup & Cleaner sold (Rs. in lakhs)	940.41	27.75	1201.74	26.31	1600.66	29.54	1468.24	28.84%
Others (AMC, Service, etc.) (Rs. in lakhs)	81.57	2.41	108.86	2.38	102.96	1.90	93.84	1.84%
Spares (Rs. in lakhs)	372.86	11.00	430.31	9.42	510.14	9.42	500.64	9.83%
<b>TOTAL REVENUE</b>	<b>3389.08</b>	<b>100.00</b>	<b>4568.10</b>	<b>100.00</b>	<b>5417.89</b>	<b>100.00</b>	<b>5091.08</b>	<b>100.00</b>

\*percentage is calculated on revenue from operations(excluding other operating income)

**13. We operate in a highly competitive industry and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.**

We compete with a number of other players which are engaged in the printers, inks and consumable items industry. Some of our significant competitors in this segment includes Control Print Ltd., Videojet Technologies, Domino and Markem Imaje.

A number of our competitors are larger than we are, and some competitors have greater financial and other resources than we do and other economic advantages as compared to our business. Among other things, our competitors may:

- have presence, or expand their presence, in higher number of geographic markets than we are present in;
- reduce, or offer discounts on, their prices for similar products as ours; while we may respond by matching their prices, by offering comparable or more attractive commercial terms or by increasing our advertising and promotions in order to retain or attract customers, it may increase our costs and limit our ability to maintain our operating margins or growth rate;
- target the same products or applications as us or develop different products that compete with our current solutions;
- attract or retain a key managerial or sales personnel with relationships with a key customer or confidential information regarding our future product pipeline and growth plans;
- be able to source products at more competitive prices;
- harness better process technology or improved process yield and respond more quickly and effectively than we do to new or changing opportunities, applications, technologies, standards, or customer requirements;
- benefit from a wider range of products and services and a broader customer base needed to bring competitive solutions to the market;
- possess greater economies of scale if they are larger than us and operating efficiencies such as higher production capacities; or
- possess greater financial resources than we do, and may be able to devote greater resources to pricing and promotional programs.

If any or a combination of the foregoing factors occur, we may not be able to maintain our growth rate and our revenues and operating margins may decline. We cannot assure you that we will continue to effectively compete with our competitors in the future, and our inability to compete effectively could affect our ability to retain our existing customers or attract new customers, which may in turn materially and adversely affect our business, financial condition, results of operations and prospects.

**14. Our business is currently dependent on the performance of pipes & fittings industry. Any downturn in the pipes and fitting industry can adversely impact our business, results of operations, cash flow and financial condition of our Company.**

We provide coding and marking solutions through our product portfolio of (i) printers (ii) printer inks and (iii) printer consumable items i.e. makeup and cleaning solvents. The customers which we serve is majorly from the pipes & fitting industry such as Astral, Vectus, Prince pipes etc. Our revenue from such cluster of customers which are engaged in the pipes and fitting industry were Rs. 2643.41 lakhs for Fiscal 2023, which contributed to 41.49% of our sales for Fiscal 2023. Any downturn or lack of demand in pipes

& fittings industry or macro-economic conditions impacting the pipes & fitting industry, could have an adverse impact on our business, results of operations, cash flow and financial condition.

**15. *We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Except as described below and as mentioned in the chapter titled “**Government and Other Approvals**”, we believe that we have obtained requisite permits and licenses which are adequate to run our business, however we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

We have submitted applications for registration of our regional offices in Mumbai under The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017, as well as in Kolkata under the West Bengal Shops & Establishment Act, 1963. Both applications are currently pending approval. Further, we are yet to apply for registration under Shop & Establishment (Regulation of Employment and Condition of Service) Act for our testing & repair centre at Ahmedabad and regional office located at Hyderabad. In addition, as we are setting up a new manufacturing facility, we will need to obtain certain statutory licences/approvals including but not limited to, factory licence and consent from Pollution Control Board etc. For details regarding pending approvals, please refer to section titled “**Government and Other Approvals**” beginning on page 190 of the Red Herring Prospectus. There can be no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, the proposed expansion plan may extend and any such delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

**16. *We are subject to strict quality requirements and any failure to comply with quality standards may lead to cancellation of existing and future orders, product recalls, product liability, warranty claims and other disputes and claims.***

All our products are subject to stringent quality standards and specifications. Any failure on our part to maintain the applicable standards and according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, cancellation of orders and even lead to loss of customers. Our customers may reject our products, cancel their orders or choose our competitors over us if we fail to perform our contractual obligations or meet the quality or performance standards set out with our customers, which may in-turn harm our reputation. Failure by us to comply with applicable quality standards could also result in our products failing to perform as expected, or alleged to result in property damage if our products are defective or are used incorrectly by our customers (or by their customers or end-users). The occurrence of any such events could expose us to product warranty, product recall or product liability claims.

We may also be required to indemnify customers against losses occurring as a result of defective products and reimburse our customers for administrative, labour, material and other such costs. We may also become subject to legal proceedings and commercial or contractual disputes. Potential product recalls could cause disruption to our business and result in reputational harm and the costs and expenses associated with warranties, product recalls and product liability claims could adversely affect our results of operations and financial condition. If we incur significant liabilities for which there is no or insufficient insurance coverage our business, financial condition and results of operations could be adversely affected.

**17. *We are exposed to foreign currency fluctuation risks, particularly in relation to import of printers & other items and export of products, which may adversely affect our results of operations, financial condition and cash flows.***

We procure printers mainly from the Lead Tech Group, China with which we have an exclusive distributorship for CIJ Printers, TTO Printers and for a range of associated equipment and accessories. The other type of printers such as DOD and NIJ are imported by us from other foreign suppliers. During the nine months period ended December 31, 2023, and for the Fiscal 2023, our purchase from international suppliers were ₹ 2598.44 lakhs and 2658.94 lakhs, constituting 86.91% and 78.58%, respectively, of our cost of material consumed. In addition, for the nine months period ended Dec.'23, our revenue from operations were Rs. 5091.08 lakhs of which approximately 94.43% of the revenue were from domestic markets and 5.57% from international markets. Thus, our global operations exposes us to foreign exchange rate risks, arising primarily from our receivables, payables, export and import of goods. Change in the value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The Exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Depreciation of the Indian Rupee against the USD may adversely affect our results of operations by increasing the cost of the raw materials we import or any proposed capital expenditure in foreign currencies. There can be no guarantee that such fluctuations will not affect our

financial performance in the future as we continue to expand our operations globally. In addition, we are subject to the risks associated with carrying out business operations on an international scale, including the following, the occurrence of any of which may adversely affect our business, results of operations, financial condition, cash flows and future prospects:

- Import and export regulations that could among others erode profit margins or restrict imports or exports, changes in foreign exchange controls and tax rates, foreign currency exchange rate fluctuations, including devaluations.
- Changes in regional and local economic conditions, including local inflationary pressures, economic cycle and demand for products in the international markets;
- Changes in laws and regulations, unsettled political conditions and possible terrorist attacks against countries where we sell our products or have other interests;

In the event that we are unable to anticipate and effectively manage these and other risks, it could have a material and adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

***18. Our company is entirely dependent on third-party logistics service providers for the transportation of raw materials and finished products.***

We do not maintain an in-house transportation facility and depend on third-party transportation and logistics services at every stage of our business activities, including procurement from suppliers and delivering finished products to customers. While we engage transportation companies as needed, we have not established definitive agreements with any third-party transport service providers.

The transportation solutions available in the markets where we operate are typically fragmented, and the cost incurred for goods transported by third-party carriers often exceeds the contracted transportation fees. Consequently, recovering compensation for damaged, delayed, or lost goods can be challenging. Recent instances, such as transportation vehicles being on strike due to fuel price increases, resulted in delays and potential disruptions in handling and procurement processes, which could have led to possible damage to products in transit. Although no such instances have been noticed as on date but such instances if occur may affect our business operations.

***19. We have incurred significant 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 December 31, 2023, our total outstanding indebtedness was ₹ 565.95 lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

- i. increasing our vulnerability to general adverse economic, industry and competitive conditions;
- ii. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- iii. affecting our credit rating;
- iv. limiting our ability to borrow more money both now and in the future; and
- v. increasing our interest expenditure and adversely affecting our profitability.

***20. Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.***

Except to the regional offices, all of our operating units including registered office is located in the state of Gujarat. Due to the geographical concentration of our operations in Gujarat, 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 products, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

In addition, we generate major domestic sales through our customers situated in Gujarat, Rajasthan and Tamil Nadu. In Fiscal 2023, the largest share of our revenue, accounting for 37.04% originated from Gujarat, followed by Rajasthan which accounted for 9.86%. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions, which may adversely affect our business prospects, financial conditions and results of operations.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in

light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

**21. *If we are not able to successfully manage our growth, our business and results of operations may be adversely affected.***

The continued growth of our business and customer base requires us to expand our product portfolio, strengthen our product quality, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies and devote other resources to our business expansions, among others. To support our growth initiatives, we've recently acquired a substantial land parcel covering two plots at Survey No. 331 and 333 in Kanera, Kheda, Gujarat, measuring a total area of 7,689 square meters. These plots are strategically located in close proximity to our existing warehouse. The building construction work, encompassing the ground and first floor, has been completed at Survey No. 333. This newly constructed space will be dedicated to printer assembling, configuring, testing, and other relevant activities. Currently, our printer testing and repairing operations are conducted at Maninagar and Vatva, both located in Ahmedabad, Gujarat.

Our expansion plans remain subject to the potential problems and uncertainties that construction projects face including cost overruns or delays, labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in the unit, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, environment and ecology costs and other external factors which may not be within the control of our management. There can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. The proposed expansion will require us to obtain various statutory approvals. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all, which in turn may materially and adversely affect our growth prospects, financial condition, results of operations and cash flows.

Our expansion plans and business growth could also strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to attract, expand, train, motivate, retain and manage our workforce. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Any of these factors may cause us to delay, modify or forego some or all aspects of our expansion plans.

Our return on our investment depends upon, among other things, successful implementation of our strategy, competition, demand of our products, government policies, interest rates and general economic conditions. If our return on investment does not meet our or market expectations, this could materially and adversely affect our business, cash flows, results of operations and financial condition.

In addition, the availability of funds plays a crucial role for growth and expansion of the business. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any downgrade in our credit ratings could increase our borrowing costs and adversely affect our access to capital. Further, in case we decide to raise additional funds through the issuance of equity or equity linked instruments, the interests of our shareholders may be diluted. Further, if we decide to meet our capital requirements through debt financing, our interest obligations shall increase and we may be subject to additional restrictive covenants under our respective financing arrangements. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations and financial condition could be adversely affected.

**22. *Trade receivables form a major part of our current assets and net worth. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

Our Company's business is working capital intensive and hence, trade receivables form a major part of our current assets. As on December 31, 2023, our trade receivables amounted to Rs. 1231.10 lakhs. We cannot assure that our Company will be able to effectively manage its trade receivables in future. Any such failure in management of trade receivables could result into bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. 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.

**23. *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 Pulin Vaidhya and Amisha Vaidhya who are actively involved in the day-to-day management of our Company. The loss of any of our



Promoter or 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 118 of this Red Herring Prospectus.

**24. Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition and results of operations.**

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have firm commitment long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our production volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability.

We maintain a moderate level of inventory of raw materials and finished goods. As on December 31, 2023, our inventory of raw materials, finished goods and traded goods amounted to ₹ 395.96 lakhs. The high level of inventory increases the risk of loss and storage costs as well as increases the need for working capital to operate our business. Further, as our customers are not obliged to purchase our products or provide us with a binding long-term commitment, there can be no assurance that customer demand will match our production levels.

On the other hand, in the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up production to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner. Any increase in our turn-around time could affect our production schedules and disrupt our supply, which could have an adverse effect on our business, cash flows, financial condition and results of operations.

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

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members/entities. These transactions, inter-alia includes, sales, purchase, remuneration, loans and advances, rent payments etc. For instance, our expenses in relation to related party transactions for the nine months period ended Dec.'23, F.Y. 2022-23, F.Y. 2021-22 and F.Y. 2020-21 were Rs. 601.80 lakhs, Rs. 372.42 lakhs, Rs. 382.45 lakhs and Rs. 222.34 lakhs respectively, which constituted 13.16%, 7.42%, 9.04% and 7.11% respectively. For details, please refer to **Annexure XXXII - Related Party Transactions** under Section titled **“Financial Information of the Company”** and Chapter titled **“Capital Structure”** beginning on page 166 and 54 respectively of this Red Herring 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.

**26. 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.

**27. 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 Book Running Lead Managers. 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 **“Capital Structure”** beginning on page 2254 of this RHP.

**28. 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 operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our significant insurance policies consist of, among others, Bharat Sookshma Udyam Suraksha for our factory premises in respect of building, stock & plant & machinery, Employee Life Insurance, keyman insurance and vehicle insurance. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks

such as machinery breakdown, goods in transit, product liability insurance, insurance in respect of assets located at registered office and repair & testing facility. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

**29. *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 trade receivables, other current assets 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 sources 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. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

**30. *The Promoters (including Promoter Group) and Directors hold almost 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 Promoter 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 Promoter 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 Promoter 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. For further information, please refer to the chapters/section titled “***Our Business***”, “***Our Promoter and Promoter Group***” and “***Note Z - Related Party Transactions***”, beginning on pages 91, 132 and 166 respectively of this Red Herring Prospectus.

Our promoter along with the promoter group will continue to hold collectively 73.53% 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 promoter 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.

**31. *Loans availed by our Company has been secured on personal guarantees of our Promoters. 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 Promoters.***

Our Promoters, Pulin Vaidhya and Amisha Vaidhya has provided personal guarantee to secure a significant portion of our existing borrowings taken from the banks 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 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 effect 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 175 of this Red Herring Prospectus.

**32. *Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans may adversely affect our cash flows.***

Our Company has availed unsecured loans which may be recalled by lenders at any time with or without the existence of an event of default, on short or no notice. As of December 31, 2023, such loans amounted to ₹ 141.73 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 175 of this Red Herring Prospectus.

**33. *Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory part/components loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

**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 acquisition of equity shares of Jet Inks Private Limited and repayment of certain portion of our borrowings, 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 63 of this Red Herring 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 175 of the Red Herring Prospectus.

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

We are engaged in the sale of printers, inks and consumable items 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 ESI and Provident Fund. Any demand or penalty raised by the concerned authority in future for any previous years or 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 titled "Objects of the Issue". The fund requirement and deployment, as mentioned in the "**Objects of the Issue**" on page 63 of this Red Herring 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. *Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Red Herring Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Red Herring 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 Red Herring Prospectus. For further information, see the section titled **“Our Business”** on page 91 of this Red Herring 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 137 of the Red Herring Prospectus.

**41. Certain key performance indicators for certain listed industry peers included in this Red Herring Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete**

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the **“Basis for Issue Price”** beginning on page 70 of the Red Herring Prospectus. Although this information is sourced from and relied upon on the consolidated audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There maybe different methodologies and formulas used to compute the various ratios.

**42. 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 ₹ 10,000.00 Lakhs. 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.

**43. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.**

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Offer, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

**44. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Red Herring Prospectus.**

While facts and other statistics in the Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled **“Industry Overview”** beginning on page 78 of this Red Herring Prospectus. Due to possibly flawed 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, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**45. Certain data mentioned in this Red Herring Prospectus has not been independently verified.**

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

## **EXTERNAL RISK FACTORS**

### ***46. 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. Further, 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.

### ***47. 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 190 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.

### ***48. 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.

### ***49. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

India has experienced natural calamities such as earthquakes, tsunamis, 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.

**50. *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 effect 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.

**51. *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.

**52. *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. 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.

**53. *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 Offer 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.

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



The Offer 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 Offer. For further information please refer the section titled ***“Basis for Issue Price”*** beginning on page 70 of the Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue</b> <sup>(1)(2)</sup>	Issue of up to 36,00,000* Equity Shares of ₹ 10 each fully paid-up of our Company.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	Up to 1,82,000 Equity Shares aggregating to ₹ [●] Lakhs.
<b>Net Issue to the Public</b>	Up to 34,18,000 Equity Shares aggregating to ₹ [●] Lakhs.
<b>Out of which*</b>	
QIB Portion <sup>(3)(4)</sup>	Not more than 17,06,000 Equity Shares aggregating up to ₹ [●] lakhs.
<b>Of Which</b>	
Anchor Investor	Upto 10,22,000 Equity Shares aggregating up to ₹ [●] lakhs
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to 6,84,000 Equity Shares aggregating up to ₹ [●] lakhs
<b>Of Which</b>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
Non-Institutional Portion	Not less than 5,14,000 Equity Shares aggregating up to ₹ [●] lakhs
Retail Portion	Not less than 11,98,000 Equity Shares aggregating up to ₹ [●] lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,00,00,000 Equity Shares of face value of ₹ 10 each
<b>Equity Shares outstanding after the Issue</b>	Upto 1,36,00,000 Equity Shares of face value ₹ 10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 63 of this Red Herring Prospectus.

\*Subject to finalisation of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.

Notes:

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the Post – Issue paid up equity share capital of our company are being offered to the public for subscription.
- (2) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on November 25, 2023 and by our 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 November 28, 2023.
- (3) The SEBI (ICDR) Regulations permit the Issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.
- (4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

Our Company, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate

demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled ***“Issue Procedure”*** beginning on page 218 of this Red Herring Prospectus.

**SUMMARY OF OUR FINANCIAL STATEMENTS**  
**ANNEXURE - I**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

PARTICULARS		NOTES	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>					
1.	Shareholders' Funds					
(a)	Share Capital	<b>A</b>	1,000.00	200.00	1.00	1.00
(b)	Reserves & Surplus	<b>A</b>	986.34	1,335.60	1,237.56	957.92
(c)	Share Application Money		-	-	-	-
			<b>1986.34</b>	<b>1,535.60</b>	<b>1,238.56</b>	<b>958.92</b>
2.	Non-Current Liabilities					
(a)	Long Term Borrowings	<b>B</b>	340.11	219.49	272.94	361.35
(b)	Deferred Tax Liabilities (Net)	<b>C</b>	-	-	-	-
(c)	Long term Liabilities	<b>D</b>	18.57	13.82	9.06	3.26
			<b>358.68</b>	<b>233.31</b>	<b>282.00</b>	<b>364.62</b>
3.	Current Liabilities					
(a)	Short Term Borrowings	<b>E</b>	225.83	342.82	279.46	152.99
(b)	Trade Payables	<b>F</b>				
	(A) outstanding dues of micro enterprises and small enterprises; and		179.47	47.40	113.12	79.29
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1140.05	685.04	582.04	332.10
(c)	Other Current Liabilities	<b>G</b>	242.51	135.89	106.57	125.05
(d)	Short Term Provisions	<b>H</b>	154.12	110.00	106.00	99.85
			<b>1941.98</b>	<b>1,321.15</b>	<b>1,187.18</b>	<b>789.27</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4287.00</b>	<b>3,090.06</b>	<b>2,707.74</b>	<b>2,112.81</b>
<b>B)</b>	<b>ASSETS</b>					
1.	Non-Current Assets					
	I) Property, Plant and Equipment					
	(i) Gross Block		576.41	496.28	467.18	372.67
	(ii) Depreciation		238.65	219.46	196.86	164.95
	(iii) Net Block		337.76	276.82	270.33	207.72
	II) Intangible Assets		0.02	0.02	0.02	0.02
	III) Capital Work-in-Progress		310.81	124.47	-	-
	IV) Intangible assets under development		-	-	-	-
(b)	Non-Current Investment	<b>J</b>	743.31	428.27	383.11	347.58
(c)	Deferred Tax Assets (Net)	<b>C</b>	20.38	25.97	19.57	17.90
(d)	Long Term Loans and Advances		-	-	-	-
(e)	Other Non-Current Assets	<b>K</b>	263.70	183.01	241.16	186.98
			<b>1675.98</b>	<b>1,038.57</b>	<b>914.20</b>	<b>760.19</b>
2.	Current Assets					
(a)	Trade Receivables	<b>L</b>	1231.10	966.58	1,059.58	834.17
(b)	Cash and Cash equivalents	<b>M</b>	83.95	304.52	58.39	43.57
(c)	Inventories	<b>N</b>	395.96	125.52	160.75	62.25
(d)	Short-Term Loans and Advances	<b>O</b>	173.31	63.12	55.52	81.15
(e)	Other Current Assets	<b>P</b>	726.70	591.74	459.31	331.48
			<b>2611.02</b>	<b>2,051.48</b>	<b>1,793.55</b>	<b>1,352.62</b>
	<b>TOTAL ASSETS</b>		<b>4287.00</b>	<b>3,090.06</b>	<b>2,707.75</b>	<b>2,112.81</b>

**ANNEXURE - II**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

PARTICULARS		NOTES	31-12-2023	31-03-2023	31-03-2022	31-03-2021
1	Revenue From Operations	<b>Q</b>	5092.86	5,426.11	4,571.55	3,389.94
2	Other Income	<b>R</b>	89.52	26.86	71.01	77.81
	<b>Total Income (1+2)</b>		<b>5182.38</b>	<b>5,452.97</b>	<b>4,642.56</b>	<b>3,467.75</b>
3	Expenditure					
(a)	(I) Cost of Material Consumed	<b>S</b>	2989.04	3,383.79	2,899.13	2,059.74
	(II) Purchases of Stock-in-Trade	<b>S</b>	406.14	191.44	168.96	-
(b)	Change in inventories of finished goods, work in progress and stock in trade	<b>T</b>	(37.78)	-	-	-
(c)	Employee Benefit Expenses	<b>U</b>	548.63	605.68	483.21	440.76
(d)	Finance Cost	<b>V</b>	41.16	38.78	36.53	56.55
(e)	Depreciation and Amortisation Expenses	<b>W</b>	19.19	29.66	31.91	38.45
(f)	Other Expenses	<b>X</b>	605.78	772.73	608.85	529.55
4	<b>Total Expenditure 3(a) to 3(f)</b>		<b>4572.97</b>	<b>5,022.08</b>	<b>4,228.59</b>	<b>3,125.06</b>
5	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>		<b>609.41</b>	<b>430.88</b>	<b>413.97</b>	<b>342.70</b>
6	<b>Exceptional and Extra-ordinary items</b>		-	-	-	-
7	<b>Profit/(Loss) Before Tax (5-6)</b>		<b>609.41</b>	<b>430.88</b>	<b>413.97</b>	<b>342.70</b>
8	<b>Tax Expense:</b>					
(a)	Tax Expense for Current Year		154.12	110.00	106.00	99.85
(b)	Short/(Excess) Provision of Earlier Year		(1.04)	(0.10)	-	(0.09)
(c)	Deferred Tax		5.59	(6.40)	(3.29)	(3.35)
	<b>Net Current Tax Expenses</b>		<b>158.67</b>	<b>103.51</b>	<b>102.71</b>	<b>96.41</b>
9	<b>Profit/(Loss) for the Year (7-8)</b>		<b>450.74</b>	<b>327.38</b>	<b>311.25</b>	<b>246.28</b>
10	<b>Basic Earnings Per Share</b>		<b>4.51</b>	<b>3.27</b>	<b>3.11</b>	<b>2.46</b>
11	<b>Diluted Earnings Per Share</b>		<b>4.51</b>	<b>3.27</b>	<b>3.11</b>	<b>2.46</b>

**ANNEXURE III**  
**RESTATED CASH FLOW STATEMENT**

(Rs. in Lakhs)

PARTICULARS		FOR THE YEAR ENDED			
		31-12-2023	31-03-2023	31-03-2022	31-03-2021
		Rupees	Rupees	Rupees	Rupees
<b>A) Cash Flow From Operating Activities :</b>					
Net Profit before tax		609.41	430.88	413.97	342.70
Adjustment for :					
Depreciation and amortization		19.19	29.66	31.91	38.45
Finance Cost		41.16	38.78	36.53	56.55
Interest Income		(2.88)	(8.76)	(11.33)	(16.18)
Adjustment for Non-Cash Items (Insurance Exp.)		-	13.23	-	-
(Profit)/Loss on sale of Vehicle		-	(1.02)	-	-
Gain on sale of MF		(15.04)	(8.59)	(35.54)	(9.70)
<b>Operating profit before working capital changes</b>		<b>651.84</b>	<b>494.19</b>	<b>435.54</b>	<b>411.82</b>
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables		(264.52)	93.00	(225.41)	(9.70)
(Increase)/Decrease in Inventory		(270.44)	35.23	(98.50)	27.52
(Increase)/Decrease in Short Term Loans & Advances		(110.19)	(7.60)	25.63	(35.47)
(Increase)/Decrease in Other Current Assets		(134.96)	(132.43)	(127.83)	(103.07)
Increase/(Decrease) in Trade Payables		587.08	37.28	283.77	(186.90)
Increase/(Decrease) in Other Current Liabilities		116.37	29.32	(18.48)	21.79
Increase/(Decrease) in Short Term Provisions, etc		44.12	4.00	6.15	(21.65)
Increase/(Decrease) in Long Term Liability		4.75	4.76	5.79	3.26
<b>Cash generated from operations</b>		<b>624.05</b>	<b>557.75</b>	<b>286.67</b>	<b>107.60</b>
Direct Taxes Paid		153.08	(109.90)	(106.00)	(99.76)
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>470.97</b>	<b>447.84</b>	<b>180.67</b>	<b>7.84</b>
<b>B) Cash Flow From Investing Activities :</b>					
Purchase of Fixed Assets including of CWIP		(266.47)	(160.96)	(94.52)	(26.01)
Sale of Fixed Assets		-	1.35	-	-
(Purchase)/Sale of investments		(315.04)	(45.16)	(35.54)	(160.58)
(Increase)/Decrease in Other non-current Asset		(80.69)	58.15	(54.18)	180.29
Interest Income		2.88	8.76	11.33	16.18
Profit on sale of Vehicle		-	1.02	-	-
Gain on sale of MF		15.04	8.59	35.54	9.70
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>(644.28)</b>	<b>(128.25)</b>	<b>(137.37)</b>	<b>19.57</b>
<b>C) Cash Flow From Financing Activities :</b>					
Increase/(Decrease) in Short Term Borrowings		(116.38)	63.36	126.47	102.17
Increase/(Decrease) in Long Term Borrowings		120.63	(53.45)	(88.41)	(45.43)
Finance Cost		(41.16)	(38.78)	(36.53)	(56.55)
Dividend Paid		(9.75)	(29.25)	-	-
Adjustment in reserve and surplus			(15.34)	(30.00)	(3.61)
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>(47.28)</b>	<b>(73.46)</b>	<b>(28.47)</b>	<b>(3.42)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	(220.57)	246.13	14.83	23.99
Cash equivalents at the beginning of the year		304.52	58.39	43.57	19.58
<b>Cash equivalents at the end of the year</b>		<b>83.95</b>	<b>304.52</b>	<b>58.40</b>	<b>43.57</b>

**Notes:-**

		31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>1.</b>	<b>Component of Cash and Cash equivalents</b>				
	Cash on hand	12.75	21.34	57.48	37.10
	Balance With banks	71.20	283.18	0.91	6.46
	<b>Total</b>	<b>83.95</b>	<b>304.52</b>	<b>57.48</b>	<b>43.57</b>

2. 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.



## GENERAL INFORMATION

### Brief Summary:

Our Company was originally incorporated as a private limited Company under the name of “Aztec Fluids & Machinery Private Limited” on April 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli bearing registration number as 060446. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on November 08, 2023 and the name of the Company was changed from “Aztec Fluids & Machinery Private Limited” to “Aztec Fluids & Machinery Limited” vide fresh certificate of incorporation dated November 24, 2023, issued by the Registrar of Companies, Ahmedabad. The Corporate identification number of our Company is U24100GJ2010PLC060446.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 115 of this Red Herring Prospectus.

<b>Registered Office</b>	Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028. <b>Tel. No.:</b> +91-7048333211 <b>Email:</b> <a href="mailto:md@aztecfluids.com">md@aztecfluids.com</a> <b>Website:</b> <a href="https://www.aztecindia.org">https://www.aztecindia.org</a> <b>CIN:</b> U24100GJ2010PLC060446 <b>Registration Number:</b> 060446
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### Address of the RoC:

#### Registrar of Companies, Ahmedabad

Ministry of Corporate Affairs,  
ROC Bhavan, Opp Rupal Park Society,  
Behind Ankur Bus Stop, Naranpura,  
Ahmedabad-380013, Gujarat

**Phone:** 079- 27438531

**Email:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

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

### Board of Directors:

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

Name of Director	Designation	Address	DIN
Pulin Kumudchandra Vaidhya	Chairman & Managing Director	17, Bhuleshwar Society, Nr. Ram Krishna Ashram, Maninagar, Ahmedabad-380008 Gujarat	03012651
Amisha Pulin Vaidhya	Whole-Time Director	17, Bhuleshwar Society, Nr Ram Krishna Ashram, Khokhra, Maninagar, Ahmedabad-380008, Gujarat	03077466
Kumudchandra Bhagwandas Vaidya	Non-Executive Director	17, Bhuleshwar Society, Nr Ram Krishna Ashram, Maninagar East, Maninagar Ahmedabad-380008, Gujarat.	10382278
Ashish Anantray Shah	Independent Director	1001/ 10 <sup>th</sup> Floor, Manor Greenz, Nr Ellisbridge, Gymkhana, Ellisbridge, Ahmedabad-380006, Gujrat.	01264668
Milan Desai	Independent Director	8 Jivan Vihar Society, Near Ram Krushna School, Khokhra, Maninagar, Ahmedabad-380008, Gujrat.	10416277

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 118 of this Red Herring Prospectus.

Chief Financial Officer	Company Secretary and Compliance Officer
Harsh Tejeenath Rawal <b>Aztec Fluids &amp; Machinery Limited</b> <b>Address:</b> Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028. <b>Tel. No.:</b> +91-7048333211 <b>Email:</b> <a href="mailto:accounts@aztecfluids.com">accounts@aztecfluids.com</a>	Rekha Vishal Jhanwar <b>Aztec Fluids &amp; Machinery Limited</b> <b>Address:</b> Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028. <b>Tel. No.:</b> +91-7048333211 <b>Email:</b> <a href="mailto:cs@aztecfluids.com">cs@aztecfluids.com</a>

## 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the 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.

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

<b>Book Running Lead Manager of the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-4906 0000 <b>Fax No.:</b> +91-22-22625991 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Neelkanth Agarwal <b>SEBI Reg. No.:</b> INM000010981	<b>Mindspright Legal</b> <b>Address:</b> 712/714, C- Wing Trade Word, Kamla City, Senapatu Bapat Marg, Lower Parel (West), Mumbai-400013, Maharashtra, India <b>Tel:</b> +91- 22 -42197000 <b>Website:</b> <a href="http://www.mindspright.co.in">www.mindspright.co.in</a> <b>Email:</b> <a href="mailto:legal@mindspright.co.in">legal@mindspright.co.in</a> <b>Contact Person:</b> Ms. Richa Bhansali
<b>Registrar to the Issue</b>	<b>Statutory Auditor</b>
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India. <b>Telephone:</b> +91 22 6263 8200 <b>Facsimile:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Babu Raphel <b>SEBI Registration Number:</b> MB/INR000001385 <b>CIN:</b> U99999MH1994PTC076534	<b>M/s K A R M A &amp; CO. LLP</b> <b>Chartered Accountants,</b> <b>Address:</b> 503, 5th Floor, "PATRON", Opp. Kensville Golf, Academy, Rajpath Club to S P Ring Road, Bodakdev, Ahmedabad- 380054, Gujarat. <b>Tel No.:</b> +91-079-40394154 <b>Email:</b> <a href="mailto:ahd.office@karmallp.in">ahd.office@karmallp.in</a> <b>Firm Registration No.:</b> 127544W/W100376 <b>Contact Person:</b> Mr. Jignesh A Dhaduk <b>Peer Review Certificate No.:</b> 013252 <b>Membership No.:</b> 129149
<b>Bankers to the Company</b>	<b>Bankers to the Issue/ Sponsor Bank</b>
<b>Name:</b> ICICI Bank Ltd. <b>Address:</b> Poonam Plaza, Rambaug, Maninagar, Ahmedabad – 380-008 <b>Contact Person:</b> Sudhir Rabari <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Email:</b> <a href="mailto:Sudhir.rabari@icicibank.com">Sudhir.rabari@icicibank.com</a>	<b>Name:</b> Axis Bank Ltd <b>Address:</b> Balleshwar Avenue, Ground Floor, Opposite Rajpath Club, SG Highway, Ahmedabad 380054 <b>Telephone Number:</b> 8758101081 <b>Email:</b> <a href="mailto:archita.shah@axisbank.com">archita.shah@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Contact Person:</b> Archita Shah <b>SEBI Registration Number:</b> INBI00000017

## **Designated Intermediaries:**

### **Self-Certified Syndicate Banks (SCSB's)**

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

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

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

### **Syndicate SCSB Branches**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

### **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 Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

### **Collecting Depository Participants**

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **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 possible tax benefits and report on restated financial statements prepared for the Stub period ended December 31, 2023 and financial year ended March 31, 2023, 2022 and 2021 as included in this Red Herring 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.

### **Appraisal and Monitoring Agency**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

### **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.

### **Debenture Trustees**

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

### **Filing of Offer Documents with the Designated Stock Exchange/SEBI/ROC**

This Red Herring Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI issued any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Red Herring Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office and through the electronic portal at <http://www.mca.gov.in>

### **Book Building Process**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Ahmedabad Edition of Regional newspaper Ahmedabad Express where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are:-

- Our Company
- The Book Running Lead Manager in this case being Hem Securities Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB 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 and the Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids 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 Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid 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 and the Selling Shareholders in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled **“Issue Procedure”** beginning on page 218 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled **“Issue Procedure”** on page 218 of this Red Herring Prospectus.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled **“Issue Procedure”** on page 218 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

#### Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date <sup>(1)</sup>	May 10, 2024
Bid/Issue Closing Date <sup>(2)</sup>	May 14, 2024

Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	May 15, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	May 16, 2024
Credit of Equity Shares to Demat accounts of Allottees (T+2)	May 16, 2024
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	May 17, 2024

*(1) Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations.*

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum 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 Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE 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 Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum 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 BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders 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 Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Issue Closing Date. Allocation to Retail Individual Bidders, 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 Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

### **Withdrawal of the Issue**

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

If our Company withdraws the Issue anytime after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ 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 BRLM, 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 Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Red Herring 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 Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter, Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated January 23, 2024 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
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India. <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> ib@hemsecurities.com <b>Investor Grievance Email:</b> redressal@hemsecurities.com <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Rohit Sharma <b>SEBI Registration Number.:</b> INM000010981	36,00,000	[•]	[•]

*\*Includes 1,82,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited 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.

## 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 Statutory Auditor	Date of Change	Reason of Change
<b>RACHIN M SHAH &amp; ASSOCIATES</b> Chartered Accountants, <b>Address:</b> 1/UL,Maharshi Appartment,Nr Bhuyangdev Cross Road. Nr C P Nagar,Ghatlodiya, Ahmedabad-380061 <b>Tel No.:</b> +91 079-27470110 <b>Email:</b> carachinmshah@gmail.com <b>Firm Registration No.:</b> 144756W <b>Contact Person:</b> Rachin M Shah <b>Membership No:</b> 177231	November 01, 2023	Company is under the requirement to appoint peer reviewed auditor as per listing regulation and auditor do not have peer reviewed Certificate.
<b>K A R M A &amp; CO. LLP</b> Chartered Accountants, <b>Address:</b> 503, 5th Floor, "PATRON", Opp. Kensville Golf, Academy, Rajpath Club to S P Ring Road, Bodakdev, Ahmedabad- 380054, Gujarat. <b>Tel No.:</b> +91-079-40394154 <b>Email:</b> ahd.office@karmallp.in <b>Firm Registration No.:</b> 127544W/W100376 <b>Contact Person:</b> Jignesh A Dhaduk <b>Peer Review Certificate No.:</b> 013252	November 08, 2023	Appointment as Statutory Auditors of the Company

## Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated January 23, 2024 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name</b>	Hem Finlease Private Limited
<b>Correspondence Address</b>	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India.

<b>Tel No.</b>	0141-4051000
<b>E-mail</b>	<a href="mailto:ashoks@hemsecurities.com">ashoks@hemsecurities.com</a>
<b>Website</b>	www.hemsecurities.com
<b>Contact Person</b>	Mr. Ashok Soni
<b>SEBI Registration No.</b>	INZ000167734
<b>SEBI Registration No.</b>	SMEMM0674109092020

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 BSE 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 BSE SME and SEBI from time to time.
- The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(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 BSE (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the SME platform of BSE 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, BSE 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 BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM 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:** BSE SME will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** SBE 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%

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

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

Additionally, the 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 ₹)	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 Red Herring Prospectus.

(₹ in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 1,40,00,000 Equity Shares having Face Value of ₹ 10/- each	1400.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,00,00,000 Equity Shares having Face Value of ₹10/- each	1000.00	-
C	<b>Present Issue in terms of this Red Herring Prospectus*</b> Upto 36,00,000 Equity Shares having Face Value of ₹ 10/-each at a price of ₹ [●] per share	360.00	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> 1,82,000 Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	18.20	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of 34,18,000 Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public	341.80	[●]
F	<b>Issued, Subscribed and Paid-up Equity Share Capital after the Issue</b> [●] Equity Shares of face value of ₹10/- each		[●]
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Red Herring Prospectus)		Nil
	After the Issue		[●]

\*The Present Issue of upto 36,00,000 Equity Shares in terms of this Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated November 25, 2023 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 November 28, 2023.

### Classes of Shares:

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 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 Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in Authorized Equity Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	1,00,000	10/-	1.00	On Incorporation	N.A.
2.	Increase in Authorized Share Capital from ₹1 Lakh to ₹200.00 Lakhs	20,00,000	10/-	200.00	April 18, 2022	EGM
3.	Increase in Authorized Share Capital from ₹200.00 Lakhs to ₹1,400.00 Lakhs	1,40,00,000	10/-	1400.00	September 04, 2023	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
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000
July 11, 2022	19,90,000	10/-	Nil	Nil	Bonus issue in the Ratio of 199:1 <sup>(ii)</sup>	20,00,000

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
September 30, 2023	80,00,000	10/-	Nil	Nil	Bonus issue in the Ratio of 4:1 <sup>(iii)</sup>	1,00,00,000

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

- (i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of ₹ 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Shlok Bhatia	2500
2.	Pulin Kumudchandra Vaidhya	2500
3.	Tania Shlok Bhatia	2500
4.	Amisha Pulin Vaidhya	2500
<b>Total</b>		<b>10,000</b>

- (ii) Bonus issue of 19,90,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 199:1 i.e. one hundred ninety-nine (199) Bonus Equity Share for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list):
- (iii) Bonus issue of 80,00,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 4:1 i.e. four (4) Bonus Equity Share for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list):

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

3. Except as mentioned in point number 4 below, the Company has not issued any Equity Share in the last two years preceding the date of the Red Herring Prospectus.
4. Issue of Equity Shares for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
July 11, 2022	19,90,000	10.00	Nil	Bonus Issue in the ratio of 199:1	Capitalization of Reserves & Surplus	Pulin Kumudchandra Vaidhya	14,92,500
						Amisha Pulin Vaidhya	4,97,500
						<b>TOTAL</b>	
September 30, 2023	80,00,000	10.00	Nil	Bonus Issue in the ratio of 4:1	Capitalization of Reserves & Surplus	Pulin Kumudchandra Vaidhya	60,00,000
						Amisha Pulin Vaidhya	20,00,000
						<b>TOTAL</b>	

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. Except for bonus issue made on September 30, 2023 our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Red Herring Prospectus.
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **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 Red Herring Prospectus:

**I - Our Shareholding Pattern:-**

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares Held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				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. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoters & Promoter Group	7	10000000	-	-	10000000	100	10000000	-	10000000	100	-	100	-	-	10000000		
(B)	Public																	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>7</b>	<b>10000000</b>	<b>-</b>	<b>-</b>	<b>10000000</b>	<b>100.00</b>	<b>10000000</b>	<b>-</b>	<b>10000000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>10000000</b>		

The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Notes:**

- As on date of this Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement dated December 22, 2023 with CDSL and December 13, 2023 with 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 BSE before commencement of trading of such Equity.

10. 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 Red Herring Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Pulin Kumudchandra Vaidhya	74,99,700	75%
2.	Amisha Pulin Vaidhya	24,99,800	25%
	<b>Total</b>	<b>99,99,500</b>	<b>100%</b>

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Pulin Kumudchandra Vaidhya	74,99,700	75%
2.	Amisha Pulin Vaidhya	24,99,800	25%
	<b>Total</b>	<b>99,99,500</b>	<b>100%</b>

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Pulin Kumudchandra Vaidhya	15,00,000	75%
2.	Amisha Pulin Vaidhya	5,00,000	25%
	<b>Total</b>	<b>20,00,000</b>	<b>100%</b>

\*Details of shares held on May 01, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on May 01, 2023.

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Pulin Kumudchandra Vaidhya	7,500	75%
2.	Amisha Pulin Vaidhya	2,500	25%
	<b>Total</b>	<b>10,000</b>	<b>100%</b>

\*Details of shares held on May 01, 2022 and percentage held has been calculated based on the paid-up capital of our Company as on May 01, 2022.

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

12. 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 Red Herring 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.

13. Capital Build-up in respect of Shareholding of our Promoters

As on the date of this Red Herring Prospectus, Our Promoters Pulin Kumudchandra Vaidhya , Amisha Pulin Vaidhya, Kumudchandra Bhagwandas Vaidya hold 99,99,600 Equity Shares of our Company. None of the Equity Shares held by our Promoters is 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 %
<b>Pulin Kumudchandra Vaidhya</b>							



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 %
April 28, 2010	2,500	10	10	Cash	Subscription to MOA	0.03%	[●]
February 23, 2013	5,000	10	10	Cash	Acquisition by way of Transfer of Shares <sup>(i)</sup>	0.05%	[●]
July 11, 2022	14,92,500	10	Nil	Nil	Issue of Bonus Shares in ratio of 199:1	14.93%	[●]
September 30, 2023	60,00,000	10	Nil	Nil	Issue of Bonus Shares in ratio of 4:1	60.00	[●]
November 06, 2023	(300)	10	-	Gift	Transfer of shares <sup>(ii)</sup>	(0.00)	[●]
<b>Total (A)</b>	<b>74,99,700</b>					<b>75.00%</b>	<b>[●]</b>
<b>Amisha Pulin Vaidhya</b>							
April 28, 2010	2,500	10	10	Cash	Subscription to MOA	0.03%	[●]
July 11, 2022	4,97,500	10	Nil	Nil	Issue of Bonus Shares in ratio of 199:1	4.98%	[●]
September 30, 2023	20,00,000	10	Nil	Nil	Issue of Bonus Shares in ratio of 4:1	20.00%	[●]
November 06, 2023	(200)	10	-	Gift	Transfer of shares <sup>(iii)</sup>	(0.00)	[●]
<b>Total (B)</b>	<b>24,99,800</b>					<b>25.00%</b>	<b>[●]</b>
<b>Kumudchandra Bhagwandas Vaidya</b>							
November 06, 2023	100	10	-	Gift	Acquisition of shares by way of gft <sup>(iv)</sup>	-	[●]
<b>Grand Total</b>	<b>99,99,600</b>					<b>100%</b>	

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

(i) Details of Acquisition by Pulin Kumudchandra Vaidhya of 5000 Equity Shares dated February 23, 2013.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	February 23, 2013	Shlok Vijay Kumar Bhatia	5,000
<b>Total</b>			<b>5,000</b>

(ii) Details of transfer of 300 equity shares by way of Gift from Pulin Kumudchandra Vaidhya dated November 06, 2023:

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	November 06, 2023	Pulin K Vaidhya HUF	100
2.	November 06, 2023	Kumudchandra Bhagwandas Vaidya	100
3.	November 06, 2023	Rekhaben Kumud Vaidya	100
<b>Total</b>			<b>300</b>

(iii) Details of transfer of 200 equity shares by way of Gift from Amisha Pulin Vaidhya dated November 06, 2023:

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	November 06, 2023	Jayeshbhai Ramjibhai Vakani	100
2.	November 06, 2023	Chandrabhaga Jayeshbhai Vakani	100
<b>Total</b>			<b>200</b>

(iv) Details of Acquisition of 100 equity shares by way of Gift from Pulin Kumudchandra Vaidhya dated November 06, 2023:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	November 06, 2023	Pulin Kumudchandra Vaidhya	100
<b>Total</b>			<b>100</b>

14. The average cost of acquisition 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.	Pulin Kumudchandra Vaidhya	74,99,700	0.01
2.	Amisha Pulin Vaidhya	24,99,800	0.01
3.	Kumudchandra Bhagwandas Vaidya	100	0.00

15. Shareholding of Promoters & Promoter Group

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

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoters (A)</b>					
1.	Pulin Kumudchandra Vaidhya	74,99,700	75%	74,99,700	[●]
2.	Amisha Pulin Vaidhya	24,99,800	25%	24,99,800	[●]
3.	Kumudchandra Bhagwandas Vaidya	100	-	100	[●]
<b>Sub Total (A)</b>		<b>99,99,600</b>	<b>100.00</b>	<b>99,99,600</b>	<b>[●]</b>
<b>Promoter Group (B)</b>					
4.	Rekhaben Kumud Vaidya	100	Negligible	100	[●]
5.	Jayeshbhai Ramjibhai Vakani	100	Negligible	100	[●]
6.	Chandrabhaga Jayeshbhai Vakani	100	Negligible	100	[●]
7.	Pulin K Vaidhya HUF	100	Negligible	100	[●]
<b>Sub Total (B)</b>		<b>400</b>	<b>Negligible</b>	<b>500</b>	<b>[●]</b>
<b>Total (A) + (B)</b>		<b>1,00,00,000</b>	<b>100.00</b>	<b>1,00,00,000</b>	<b>[●]</b>

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Red Herring Prospectus.

Date of Allotment/ Transfer	Name of Shareholder	No. of Equity Share	% of Pre issue Capital	Allotment/ Acquire/ Transfer	Category of Allottees (Promoters/ Group/ Director)
November 06, 2023	Pulin Kumudchandra Vaidhya	(300)	Negligible	Transfer of Shares	Promoter & Director
	Amisha Pulin Vaidhya	(200)	Negligible		Promoter & Director
November 06, 2023	Kumudchandra Bhagwandas Vaidya	100	Negligible	Acquisition of shares	Promoter Group & Director
	Rekhaben Kumud Vaidya	100	Negligible		Promoter Group
	Jayeshbhai Ramjibhai Vakani	100	Negligible		Promoter Group
	Chandrabhaga Jayeshbhai Vakani	100	Negligible		Promoter Group
	Pulin K Vaidhya HUF	100	Negligible		Promoter Group

17. 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 Red Herring Prospectus.

18. 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 Red Herring Prospectus, our Promoters hold 99,99,600 Equity Shares constituting [●]% of the Post-Issue, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters’ contribution.

Our Promoters Pulin Kumudchandra Vaidhya has given written consent to include 27,25,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.04% 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
<b>Pulin Kumudchandra Vaidhya</b>						
September 30, 2023	27,25,000	10	Nil	Bonus Issue	20.04%	3 years
<b>Total</b>	<b>27,25,000</b>				20.04%	

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 and Promoter Group, 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. <b>Hence Eligible</b>
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. <b>Hence Eligible</b>
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. <b>Hence Eligible.</b>
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. <b>Hence Eligible.</b>
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. <b>Hence Eligible.</b>

#### 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 72,75,000 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 Ratio 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:**

1. 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's 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.
2. 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.
3. 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 promoters or any person of the Promoter Group or a new promoters 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.
19. Neither, we nor our Promoters, Directors and the BRLM 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.
20. As on the date of this Red Herring 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.
21. The BRLM 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 Red Herring Prospectus.
22. As on the date of this Red Herring 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.
23. We have 7 (Seven) shareholders as on the date of filing of this Red Herring Prospectus.
24. As on the date of filing of this Red Herring 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
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
27. 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 Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. 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 1% 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 Promoters 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.
29. 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 BRLM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
30. 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.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

32. 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.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for this public issue.
38. As per RBI regulations, OCBs are not allowed to participate in this issue.
39. Our Promoters and Promoter Group will not participate in this Issue.
40. This Issue is being made through Book Building Method.
41. 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.
42. 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.
43. 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 Red Herring Prospectus with the Registrar of companies and the Bid/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 up to 36,00,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the net issue to meet the following objects:

1. Funding of the proposed acquisition of equity shares of Jet Inks Private Limited
2. Repayment of a portion of certain borrowing availed by our Company
3. General Corporate Purpose

*(Collectively referred as the “Objects”)*

In addition, 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 BSE SME platform. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum enables our Company to undertake its existing activities.

### **Net Proceeds**

The details of the Net Proceeds are set forth below:

<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
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:

<b>S. No.</b>	<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
1.	Funding of the proposed acquisition of equity shares of Jet Inks Private Limited	1400.00
2.	Repayment of a portion of certain borrowing availed by our Company	372.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

### **Means of Finance**

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

<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
Net Issue Proceeds	[●]
<b>Total</b>	[●]

*Since, the entire fund requirement is 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 22 of this Red Herring Prospectus.

### Details of Utilization of Net Proceeds

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

#### 1. Funding of the proposed acquisition of equity shares of Jet Inks Private Limited

In order to support the inorganic growth of our Company, we intend to acquire the 100% equity shares of Jet Inks Private Limited (“**Jet Inks**”). Incorporated in 2002, Jet Inks is engaged in the business of manufacturing of inks and also deals in printers, consumables and spares and has its registered office situated at 2/126, P.S. Sivaswamy Salai, 3rd Floor, Mylapore, Chennai, Tamil Nadu. We seek to create long-term value for our stakeholders through the Jet Inks Acquisition by leveraging on the Jet Inks existing manufacturing capacity and presence in Southern region of India. The Jet Inks acquisition is being carried out to diversify the customer base, leverage on its manufacturing capacity & sales network and strengthen our presence in South and East region of India.

Our company has executed a term sheet dated November 6<sup>th</sup>, 2023, pertaining to the acquisition of all of the equity shares of Jet Inks Private Limited (“**Jet Inks**”) from its Promoters. Pursuant to the term sheet, our Company has acquired 18.05% stake in Jet Inks at a consideration of Rs. 3 crores. As per the term sheet, we are required to make payment of total consideration of Rs. 17 crores for acquisition of 100% equity shares of Jet inks. Further, our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders, namely Barrla Fets Private Limited, Badr Mansur H Al Refae and Rajendra Jagadeesan in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company. Our Company has already deployed Rs. 3.00 crores for acquiring 18.05% stake in Jet Inks pursuant to term sheet dated November 6<sup>th</sup>, 2023.

#### Summary of financial information of Jet Inks Private Limited:

(Rs. in lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	3,936.73	3,660.54	4,027.64
Profit after tax	13.98	70.73	37.69
Networth	1,407.13	1,393.15	1,322.42
Long term borrowings	42.81	8.75	104.60
Short term borrowings	954.47	976.71	695.92

#### Jet Inks Private Limited Statement of Assets and Liabilities

(Rs. in lakhs)

Particulars	As at	As at	As at
	31 March 2023	31 March 2022	31 March 2021
<b>A EQUITY AND LIABILITIES</b>			
1 Shareholders' funds			
(a) Share capital	450.00	450.00	450.00
(b) Reserves and surplus	957.13	943.15	872.42
	1,407.13	1,393.15	1,322.42
2 Non-current liabilities			
(a) Long-term borrowings	42.81	8.75	104.60
(b) Long-term provisions	53.31	46.32	
	96.13	55.07	104.60
3 Current liabilities			
(a) Short-term borrowings	954.47	976.71	695.92
(b) Trade Payables			
i) Total outstanding dues of micro and small enterprises	74.84	68.84	96.19
ii) Total outstanding dues to creditors other than micro and small enterprises.	179.75	465.34	240.91
(c) Other current liabilities	338.75	356.26	232.84
(d) Short-term provisions	39.31	22.67	98.65
	1,587.12	1,889.82	1,364.52



	<b>TOTAL</b>	<b>3,090.37</b>	<b>3,338.04</b>	<b>2,791.53</b>
	<b>ASSETS</b>			
1	Non-current assets			
(a)	Property, plant and equipment and Intangible assets			
	(i) Property, plant and equipment	52.82	81.15	89.86
		52.82	81.15	89.86
(b)	Non-current investments			-
(c)	Deferred tax assets (net)	28.69	26.95	13.23
(d)	Long-term loans and advances	29.97	163.38	44.68
		58.65	190.33	57.91
2	Current assets			
(a)	Inventories	1,165.09	1,027.96	673.25
(b)	Trade receivables	952.23	1,151.70	1,105.22
(c)	Cash and cash equivalents	3.07	8.41	235.75
(d)	Short-term loans and advances	596.46	620.05	604.71
(e)	Other current assets	262.05	258.43	24.84
		2,978.90	3,066.56	2,643.76
	<b>Total</b>	<b>3,090.37</b>	<b>3,338.04</b>	<b>2,791.53</b>

For further details on financial information of Jet Inks Private Limited, please refer to page 172 of this RHP.

#### Shareholding pattern of Jet Inks Private Limited:

S. No	Name of Shareholder	No. of Shares
1.	Barrla Fets Private Limited	36,41,733
2.	Badr M Al Refae	900
3.	Rajendran Jagadeesan	2,50,225
4.	Aztec Fluids & Machinery Limited	8,57,142
	<b>Total</b>	<b>47,50,000</b>

#### 2. Repayment of a portion of certain borrowing availed by our Company

Our Company proposes to utilise an estimated amount of ₹ 340.00 lakhs towards repayment of cash credit limit (including SBLC for buyers credit, which is a sub-limit of CC) as availed by our Company from ICICI Bank and ₹ 32.00 lakhs towards full repayment of Working Capital term loan taken under ECLGS from ICICI Bank. Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, *inter alia*, term loan, working capital facility and vehicle loans from various lenders. For further details, see “**Statement of Financial Indebtedness**” on page 175. Our Company proposes to utilise an estimated amount of ₹ 340 lakhs from the Net Proceeds towards repayment of cash credit limit (including SBLC for buyers credit, which is a sub-limit of CC) as availed by our Company from ICICI Bank and ₹ 32.00 lakhs towards repayment of Working Capital term loan taken under ECLGS from ICICI Bank.

Given the nature of the borrowing (i.e. SBLC for buyers credit and cash credit limit) and the terms of its repayment or pre-payment, the aggregate outstanding amounts under these borrowings shall vary from time to time and our Company shall, in accordance with the relevant repayment schedule, repay or refinance the existing borrowing or avail of additional credit facilities. If at the time of Red Herring Prospectus, any of the below-mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down, then our Company may utilise the Net Proceeds for part or full pre-payment / repayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company and details of such borrowings will be included in the Red Herring Prospectus. However, the aggregate amount to be utilised from the Net Proceeds towards repayment or pre-payment of certain of our borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 372 lakhs.

We believe that such repayment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

Sr. No.	Name of the lender	Nature of the borrowing	Sanctioned amount (in ₹ lakhs)	Amount Outstanding as at April 30, 2024 (in ₹ lakhs)	Rate of interest (%)	Repayment date/ Schedule	Purpose for which the loan was sanctioned	Amount proposed to be repaid from the issue proceeds (Rs. in Lakhs)
1	ICICI Bank Limited	Cash credit limit including SBLC for buyers credit (sub-limit of CC)	350.00	343.14*	6.05%**	120 days (for SBLC for buyers credit)	Payment to creditor against import of goods	341.78
2.		Working Capital term loan under ECLGS	32.00	30.22	8.25%	36 equal monthly instalments after the expiry of the Moratorium Period. Moratorium Period – 24 months from the date of disbursement	Working Capital	30.22
<b>Total</b>								<b>372.00</b>

\*The loan amount is actually denominated in terms of USD. 1 USD has been taken as Rs. 83.45/- as per <https://www.fbil.org.in/#/home>.

\*\*3 Months SOFR + 0.70%; 3 Months SOFR rate taken as on April 30, 2024 as 5.35%.

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated May 03, 2024.

\*Our Statutory Auditors by way of their certificate dated May 03, 2024 have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters/loan agreements issued by the ICICI Bank.

### 3. 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 ₹ [●] Lakhs 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 in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Red Herring Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

#### Issue Expenses

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

Activity	(₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]

Activity	(₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

(3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	₹ 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹ 10 per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(4) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ 10 per valid application (plus applicable taxes)
Sponsor Bank - Axis Bank Limited	₹ 6 per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10% of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	₹10 per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹10 per valid application (plus applicable taxes)

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

### 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:

		(₹ in Lakhs)
S. No.	Particulars	Amount to be deployed and utilized in F.Y. 24-25
1.	Funding of the proposed acquisition of equity shares of Jet Inks Private Limited	1400.00
2.	Repayment of a portion of certain borrowing availed by our Company	372.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

### Funds Deployed and Source of Funds Deployed:

Our Company has already deployed Rs. 3.00 crores for acquiring 18.05% stake in Jet Inks pursuant to term sheet dated November 6<sup>th</sup>, 2023. K A R M A & Co., Chartered Accountants vide their certificate dated January 27, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

		(₹ in Lakhs)
Particulars		Amount
Funding of the proposed acquisition of equity shares of Jet Inks Private Limited		300.00
<b>Total</b>		300.00

### Sources of Financing for the Funds Deployed:

K A R M A & Co., Chartered Accountants vide their certificate dated January 27, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

		(₹ in Lakhs)
Particulars		Amount
Internal Accruals		300.00
<b>Total</b>		300.00

### Appraisal

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in the RHP, Red Herring Prospectus and the Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail reviewing the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

### **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 Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### **Monitoring Utilization of Funds**

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

### **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 Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

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

## 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 91 and 138 respectively of the Red Herring 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 BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ [●] times of the face value.

### QUALITATIVE FACTORS

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

- a) Well diversified customer base spread across various industries and geography;
- b) Varied product range appealing to a diverse customer base;
- c) Long standing relationship with our customers;
- d) Experienced Promoters with strong management team having domain knowledge;

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 91 of this Red Herring 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 138 of this Red Herring 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 ₹ 10 each):

As per the Restated Financial Statements:-

F.Y./Period	Basic & Diluted (₹)	Weights
Financial Year ending March 31, 2023	3.27	3
Financial Year ending March 31, 2022	3.11	2
Financial Year ending March 31, 2021	2.46	1
<b>Weighted Average</b>	<b>3.08</b>	<b>6</b>
Nine months period ended December 31, 2023	4.51	

#### Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with **Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV**.
- v. **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**
- vi. **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.**

#### 2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of ₹ 10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for period ending December 31, 2023	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio	(P/E) Ratio
Industry Average	29.13



**Note:**

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- P/E Ratio of the peer company is based on the Restated financial statements for the F.Y. 2022-23 and stock exchange data dated 10.04.2024.

**3. Return on Net worth (RoNW)**

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2023	21.32%	3
2	Period ending March 31, 2022	25.13%	2
3	Period ending March 31, 2021	25.68%	1
	<b>Weighted Average</b>	<b>23.32%</b>	<b>6</b>
	Period ending December 31, 2023 (not annualized)	22.69%	

**Note:**

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated profit attributable to owners with restated Net worth as at the end of the year/period
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

**4. Net Asset Value (NAV) per Equity Share:**

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2021	9.59
2.	As at March 31, 2022	12.39
3.	As at March 31, 2023	15.36
5.	NAV per Equity Share after the Issue	[●]
6.	Issue Price	[●]
	As at December 31, 2023	19.86

\*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year/period.

**Notes:**

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share = Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

**5. Comparison of Accounting Ratios with Industry Peers**

Name of Company	Current Market Price (₹)	Face Value	EPS		PE	RoNW (%)	Book Value (₹)	Total Income (₹ In lakhs)
			Basic	Diluted				
Aztec Fluids & Machinery Limited	[●]	10	3.27	3.27	[●]	21.32%	15.36	5452.97
<b>Peer Group</b>								
Control Print Limited	942.75	10	32.36	32.36	29.13	17.23%	180.00	30815.16

**Notes:**

- Source – All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2023 and stock exchange data dated 10.04.2024 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the issue price of equity share. Further, P/E Ratio is based on the current market price of the respective scrips.
- The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2022-23
- NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2023.
- RoNW has been computed as net profit after tax divided by closing net worth.
- Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.



(vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

## 6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 27, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by K A R M A & Co., Chartered Accountants, by their certificate dated April 25, 2024.

The KPIs of our Company have been disclosed in the sections titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*” on pages 91 and 178, respectively. We have described and defined the KPIs as applicable in “*Definitions and Abbreviations*” on page 1.

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

### Key Performance Indicators of our Company

(₹ In lakhs except percentages and ratios)

Key Financial Performance	Apr 23 - Dec 23	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	5092.86	5,426.11	4,571.55	3,389.94
EBITDA <sup>(2)</sup>	577.35	465.84	406.14	351.17
EBITDA Margin <sup>(3)</sup>	11.34%	8.59%	8.88%	10.36%
PAT <sup>(4)</sup>	450.74	327.38	311.25	246.28
PAT Margin <sup>(5)</sup>	8.85%	6.03%	6.81%	7.27%
RoE(% ) <sup>(6)</sup>	25.60%	23.60%	28.33%	29.40%
RoCE (% ) <sup>(7)</sup>	25.38%	22.07%	24.86%	26.51%

#### Notes:

(1) Revenue from operation means revenue from sales, service and other operating revenues.

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

(4) PAT is taken as Profit after Tax attributable to equity owner.

(5) ‘PAT Margin’ is calculated as Profit after Tax attributable to equity owner/year divided by revenue from operations.

(6) Return on Equity is ratio of Profit after Tax attributable to equity owners and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ Fund + Long term borrowing + Short term borrowing + Deferred Tax Liability (net)

#### Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(% )	RoE provides how efficiently our Company generates profits from shareholders’ funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

*(₹ In lakhs except percentages and ratios)*

Key Financial Performance	AZTEC FLUIDS & MACHINERY LIMITED				CONTROL PRINT LIMITED			
	Apr 23 - Dec 23	FY 2022-23	FY 2021-22	FY 2020-21	Apr 23 - Dec 23	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations <sup>(1)</sup>	5092.86	5,426.11	4,571.55	3,389.94	25866.64	30,429.24	25,623.42	20,368.89
EBITDA <sup>(2)</sup>	577.35	465.84	406.14	351.17	6307.97	7562.75	6213.11	4758.23
EBITDA Margin <sup>(3)%</sup>	11.34%	8.59%	8.88%	10.36%	24.39%	24.85%	24.25%	23.36%
PAT <sup>(4)</sup>	450.74	327.38	311.25	246.28	7814.51	5,065.91	3,772.97	3,748.35
PAT Margin <sup>(5)%</sup>	8.85%	6.03%	6.81%	7.27%	30.21%	16.65%	14.72%	18.40%
RoE(%)( <sup>6</sup> )	25.60%	23.60%	28.33%	29.40%	NA%	18.39%	15.41%	17.29%
RoCE (%)( <sup>7</sup> )	25.38%	22.07%	24.86%	26.51%	NA%	21.11%	18.60%	14.77%

Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is taken as Profit after Tax attributable to equity owner.

<sup>(5)</sup> 'PAT Margin' is calculated as Profit after Tax attributable to equity owner/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax attributable to equity owners and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' Fund + Long term borrowing + Short term borrowing + Deferred Tax Liability (net)

## 8. Weighted average cost of acquisition

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

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on September 30, 2023, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

- b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

### Primary Transactions:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this Red Herring Prospectus:

Date of Allotment	No. of equity Shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
September 30, 2023	80,00,000	Nil	Bonus Issue in ratio of 4:1	Nil	Nil
July 11, 2022	19,90,000	Nil	Bonus Issue in ratio of 199:1	Nil	Nil

### Secondary Transactions:

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Red Herring Prospectus:

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration
November 06, 2023	Pulin Kumudchandra Vaidhya	Pulin K Vaidhya HUF Kumudchandra Bhagwandas Vaidya Rekhaben Kumud Vaidya	300	Nil	By way of Gift	Nil
November 06, 2023	Amisha Vaidhya	Jayeshbhai Ramjibhai Vakani Chandrabhaga Jayeshbhai Vakani	200	Nil	By way of Gift	Nil

Weighted average cost of acquisition & Issue price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price* (i.e. ₹ [●])	Issue price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA <sup>^</sup>	NA <sup>^</sup>	NA <sup>^</sup>
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA <sup>^^</sup>	NA <sup>^^</sup>	NA <sup>^^</sup>
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	0.00	[●] times	[●] times

Note:

<sup>^</sup>There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Red Herring Prospectus.

<sup>^^</sup>There were no secondary sale/ acquisitions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Red Herring Prospectus.

\* To be updated at Prospectus stage.

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of Business Standard, the English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Ahmedabad edition of Ahmedabad Express, a regional newspaper each with wide circulation where the registered office of the company is situated.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 91, 22 and 138 respectively, 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  
**Aztec Fluids & Machinery Limited**  
5th Floor, Takshashila Square,  
Krishna Baug Cross Road, Maninagar,  
Opposite Sankalp Restaurant,  
Ahmedabad - 380 008  
Gujarat, India

Dear Sir,

**Sub: Statement of Tax Benefits ('The Statement') available to Aztec Fluids & Machinery Limited (Erstwhile Known As Aztec Fluids & Machinery Private 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 **Aztec Fluids & Machinery Limited (Erstwhile Known As Aztec Fluids & Machinery Private 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 Red Herring Prospectus/ Red Herring 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 K A R M A & C O L L P**  
**Chartered Accountants**  
**Firm's Reg. No. 127544W/W100376**  
**Peer Review Certificate Number: 013252**  
**Sd/-**  
**Ca Jignesh A Dhaduk**  
**Partner**  
**M. No.: 129149**  
**Place: Ahmedabad ; Date: 27/01/2024**

## **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.

## **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 ECONOMY**

After growing 3.1 percent last year, the global economy is set to slow substantially in 2023, to 2.1 percent, amid continued monetary policy tightening to rein in high inflation, before a tepid recovery in 2024, to 2.4 percent. Tight global financial conditions and subdued external demand are expected to weigh on growth across emerging market and developing economies (EMDEs). Projections for many countries have been revised down over the forecast horizon, with upgrades primarily due to stronger than expected data at the beginning of 2023 more than offset by downgrades thereafter. Inflation has been persistent but is projected to decline gradually as demand weakens and commodity prices moderate, provided longer-term inflation expectations remain anchored.

Global growth could be weaker than anticipated in the event of more widespread banking sector stress, or if more persistent inflation pressures prompt tighter-than-expected monetary policy. Weak growth prospects and heightened risks in the near term compound a long-term slowdown in potential growth, which has been exacerbated by the overlapping shocks of the pandemic, the Russian Federation's invasion of Ukraine, and the sharp tightening of global financial conditions. This difficult context highlights a multitude of policy challenges. Recent bank failures call for a renewed focus on global financial regulatory reform. Global cooperation is also necessary to accelerate the clean energy transition, mitigate climate change, and provide debt relief for the rising number of countries experiencing debt distress. At the national level, it is imperative to implement credible policies to contain inflation and ensure macroeconomic and financial stability, as well as undertake reforms to set the foundations for a robust, sustainable, and inclusive development path.

#### ***Regional prospects***

Growth is projected to diverge across EMDE regions this year and next. It is expected to pick up in 2023 in East Asia and Pacific (EAP) and Europe and Central Asia (ECA), as China's reopening spurs a recovery and as growth prospects in several large economies improve. In contrast, growth is forecast to moderate in all other regions, particularly in Latin America and the Caribbean (LAC) and the Middle East and North Africa (MNA). Headwinds from weak external demand, tight global financial conditions, and high inflation will drag on activity this year, especially in LAC, South Asia (SAR), and Sub-Saharan Africa (SSA). The lingering impact of Russia's invasion of Ukraine will continue to weigh on growth across regions, particularly in ECA. Next year, growth is projected to moderate in EAP and SAR but to pick up elsewhere as domestic headwinds ease and external demand strengthens. Downside risks to the outlook for all regions include possible further global financial stress and more persistent domestic inflation than projected in the baseline. Geopolitical tensions, conflict and social unrest, and natural disasters stemming from climate change also present downside risks, to varying degrees. The materialization of such risks could

further weaken potential growth, leading to a prolonged period of slower growth in all EMDE regions.

#### ***Financial Spillovers of Rising U.S. Interest Rates***

The rapid rise in interest rates in the United States poses a significant challenge to EMDEs. As the Federal Reserve has pivoted toward a more hawkish stance to rein in inflation, a substantial part of the sharp increases in U.S. interest rates since early 2022 has been driven by shocks that capture changes in perceptions of the Fed's reaction function. These reaction shocks are associated with especially adverse financial market effects in EMDEs, including a higher likelihood of experiencing a financial crisis. Their effects also appear to be more pronounced in EMDEs with greater economic vulnerabilities. These findings suggest that major central banks can alleviate adverse spillovers through proper communication that clarifies their reaction functions. They also highlight that EMDEs need to adjust macroeconomic and financial policies to mitigate the negative impact of rising global and U.S. interest rates.

#### ***Global outlook***

The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russian Federation's invasion of Ukraine, and the sharp tightening of monetary policy to contain high inflation. The resilience that global economic activity exhibited earlier this year is expected to fade. Growth in several major economies was stronger than envisaged at the beginning of the year, with faster-than-expected economic reopening in China and resilient consumption in the United States. Nonetheless, for 2023 as a whole, global activity is projected to slow, with a pronounced deceleration in advanced economies and a sizable pickup in China (figure A). Inflation pressures persist, and the drag on growth from the ongoing monetary tightening to restore price stability is expected to peak in 2023 in many major economies. Recent banking sector stress will further tighten credit conditions. This will result in a substantial growth deceleration in the second half of this year. This slowdown will compound a period of already-subdued growth—over



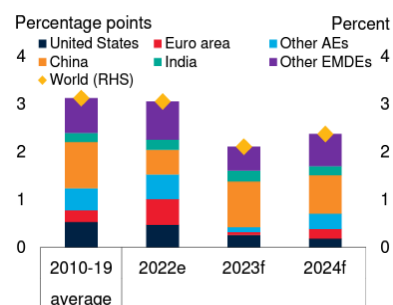
the first half of the 2020s (2020-2024), growth in EMDEs is expected to average just 3.4 percent, one of the weakest half-decades of the past 30 years (figure B). This slowdown reflects both cyclical dynamics and the current trend of declining global potential output growth (figure C).

Global financial conditions have tightened as a result of policy rate hikes and, to a lesser extent, recent bouts of financial instability. Many banks experienced substantial unrealized losses due to the sharp rise in policy interest rates. Concerns about the viability of balance sheets of some banks led to depositor flight and market volatility in the United States and Europe earlier in the year, which were stemmed by a swift and extensive policy response. Financial markets remain highly sensitive to evolving expectations about the future path of interest rates of major central banks. Spillovers from banking turmoil in advanced economies to EMDEs have so far been limited. However, countries with more pronounced macroeconomic policy vulnerabilities, as reflected by lower credit ratings, have experienced slower growth and greater financial stress, including large currency depreciations and a sharp widening of sovereign spreads. Projections for 2023 growth in these economies have fallen by more than half over the past year (figure D).

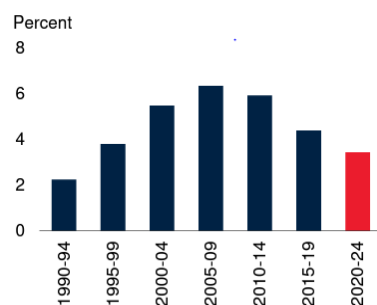
Inflation pressures persist. Although global headline inflation has been decelerating as a result of base effects, abating supply chain pressures, and falling commodity prices, core inflation in many countries remains elevated, and inflation is above target in almost all inflation-targeting economies. Inflation is expected to continue to be above its pre-pandemic level beyond 2024 (figure E). That said, inflation expectations in most inflation targeting countries have so far not undergone a major shift and appear to remain anchored.

In all, global growth is forecast to slow from 3.1 percent in 2022 to 2.1 percent in 2023, before edging up to 2.4 percent in 2024. Relative to the January projections, this is 0.4 percentage point stronger in 2023 and 0.3 percentage point weaker in 2024. Greater-than-expected resilience of major economies at the end of 2022 and early in 2023 led to the overall upgrade to growth in 2023. Growth in advanced economies is set to decelerate substantially for 2023 as a whole, to 0.7 percent, and to remain feeble in 2024, due to monetary tightening, less favorable credit conditions, softening labor markets, and still-high energy prices. In EMDEs, aggregate growth is projected to edge up to 4 percent in 2023, almost entirely due to a rebound in China following the removal of strict pandemic-related mobility restrictions. Excluding China, growth in EMDEs is set to slow substantially to 2.9 percent this year. This projection is predicated on the assumption of a protracted period of tight global monetary policy, fiscal consolidation in most EMDEs, and weak external demand. The slowdown is expected to be even more severe for EMDEs with elevated fiscal vulnerabilities and external financing needs. Persistent weak growth means that, excluding China, EMDEs are expected to continue making next to no progress at closing the differential in per capita incomes relative to advanced economies (figure F). By 2024, economic activity in EMDEs will still be about 5 percent below levels projected on the eve of the pandemic.

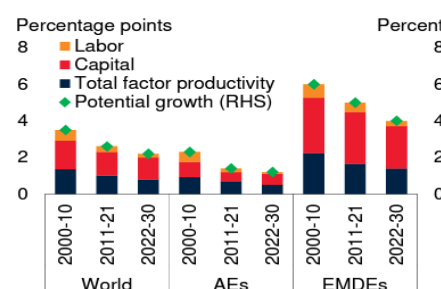
**A. Contributions to global growth**



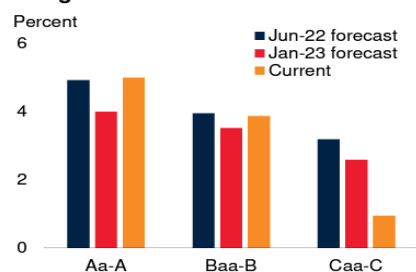
**B. Growth in EMDEs**



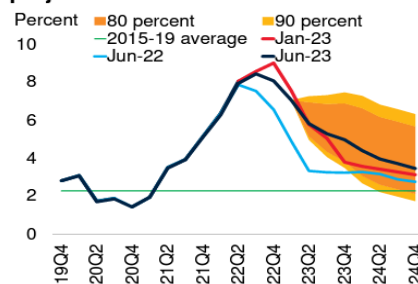
**C. Contributions to potential growth**



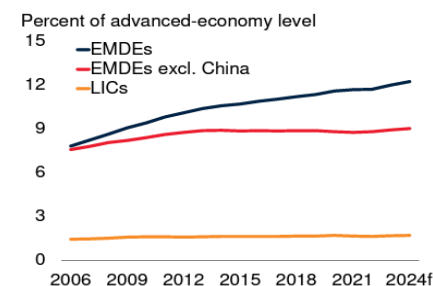
**D. EMDE growth in 2023, by credit rating**



**E. Model-based global CPI inflation projections**



**F. EMDE GDP per capita**



The global economy is projected to slow substantially this year, with a pronounced deceleration in advanced economies. The first half of the 2020s is expected to be one of the weakest half-decades of the past 30 years for emerging market and developing economies (EMDEs), as a result of both cyclical dynamics and slowing potential growth. EMDEs with lower credit ratings are set to experience a particularly sharp slowdown this year. Inflation remains elevated in many countries and is envisaged to remain above pre-pandemic levels beyond 2024.

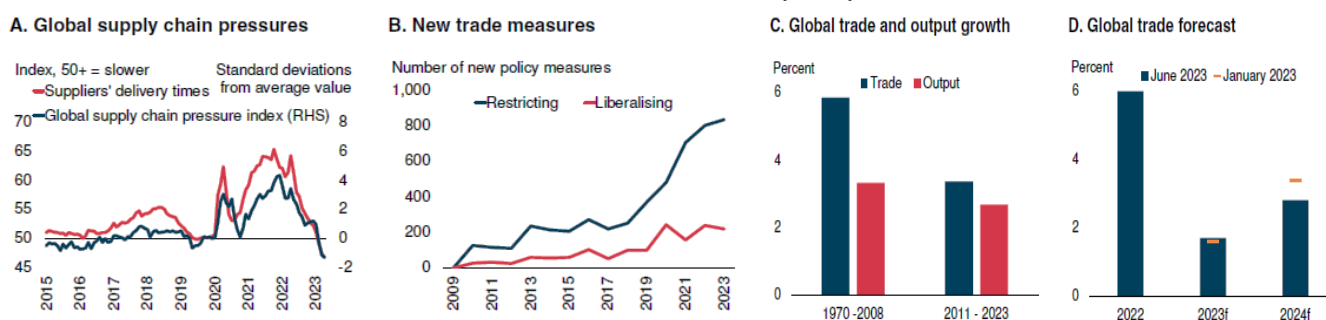
Excluding China, EMDEs are expected to make next to no progress at closing the gap in per capita incomes with advanced economies over the forecast horizon.

### Global risks and policy challenges

An intensification of advanced-economy banking stress could result in a sharp slowdown in global growth in 2024, or even a global recession if it had major spillovers to emerging market and developing economies (EMDEs). A more hawkish U.S. monetary policy reaction to inflation could also further raise borrowing costs in EMDEs, especially in those with underlying vulnerabilities. There is an increasing need for debt relief for low-income countries amid a greater diversity of lenders. Substantial investments are needed to achieve resilient and low-carbon growth. Rising debt servicing costs are increasing the risk of debt distress. Reversing the decline in potential growth requires decisive structural reforms.

### Global trade

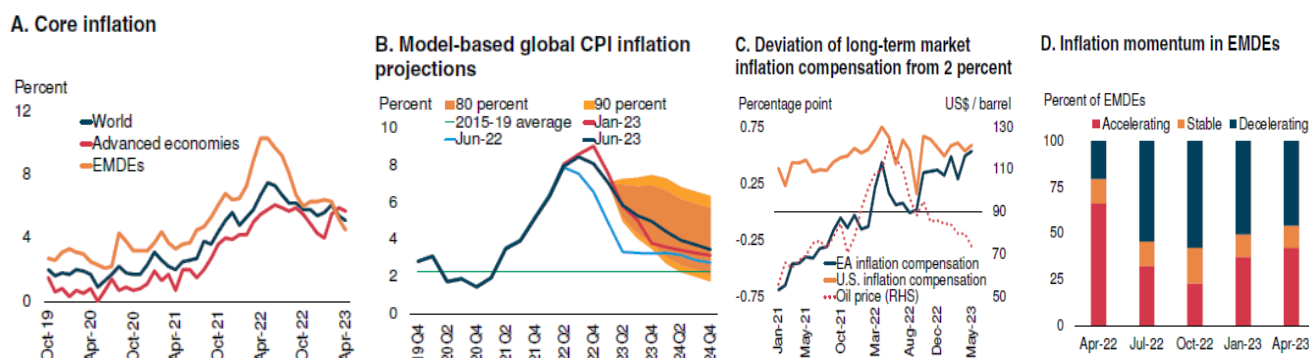
Supply chain pressures and supplier delivery times have dropped back to pre-pandemic levels as goods demand has weakened and global shipping conditions have improved. A rising number of new trade measures have been protectionist. The ongoing shift in global consumption toward less trade-intensive goods will likely continue to lower the growth rate of trade relative to output. This shift and subdued demand are expected to dampen global trade growth substantially this year.



### Global inflation and financial developments

Global core inflation remains elevated. Projections suggest inflation will continue to be above its pre-pandemic level beyond 2024. Market-based measures of long-term inflation compensation in advanced economies remain above 2 percent, despite a decline in oil prices. In many emerging market and developing economies (EMDEs), inflation is either accelerating or has stabilized at high levels. One-year-ahead EMDE inflation expectations have declined only slightly. Longer-term projections point to a faster decline in inflation in countries with inflation targets.

Prior to the advanced-economy bank failures in March, the U.S. yield curve registered its deepest inversion in four decades. During the banking stress, short-term government bond yields and bank stocks fell sharply. Despite these events, and much tightened bank lending standards, advanced economy credit spreads remain contained. As borrowing costs have risen globally, currency depreciation and credit spread widening in emerging market and developing economies have been disproportionately concentrated in the countries with the weakest credit ratings.



(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/6e892b75-2594-4901-a036-46d0dec1e753/content>)

## INDIAN ECONOMY

In general, global economic shocks in the past were severe but spaced out in time. This changed in the third decade of this millennium. At least three shocks have hit the global economy since 2020. It all started with the pandemic-induced contraction of the global output, followed by the Russian-Ukraine conflict leading to a worldwide surge in inflation. Then, the central banks across economies led by the Federal Reserve responded with synchronised policy rate hikes to curb inflation.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of GST they pay, while the ECGLS is easing their debt servicing concerns.

Global growth has been projected to decline in 2023 and is expected to remain generally subdued in the following years as well. The slowing demand will likely push down global commodity prices and improve India's CAD in FY24. However, a downside risk to the Current Account Balance stems from a swift recovery driven mainly by domestic demand and, to a lesser extent, by exports. Growth is expected to be brisk in FY24 as a vigorous credit disbursement, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors.

**Table L1: Global economic challenges led to a downward revision in growth forecast across countries**

	Growth Projections (per cent)		Change from WEO Update (July 2022) (per cent)	
	2022	2023	2022	2023
<b>World</b>	3.2	2.7	0	-0.2
<b>Advanced Economies</b>	2.4	1.1	-0.1	-0.3
<b>United States</b>	1.6	1	-0.7	0
<b>Euro Area</b>	3.1	0.5	0.5	-0.7
<b>UK</b>	3.6	0.3	0.4	-0.2
<b>Japan</b>	1.7	1.6	0	-0.1
<b>Emerging Market Economies</b>	3.7	3.7	0.1	-0.2
<b>China</b>	3.2	4.4	-0.1	-0.2
<b>India*</b>	<b>6.8</b>	<b>6.1</b>	<b>-0.6</b>	<b>0</b>

Source: IMF

Note: \*Projection for India is for its fiscal year (Apr-Mar), while for the other economies, it is from Jan-Dec.

(Source: <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap01.pdf>)

## Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at ₹ 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

## Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy.

As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.

The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.

In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at ₹ 147,686 crore (US\$ 17.92 billion).

In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.

According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.

In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at ₹ 58,762 crore (US\$ 7.13 billion).

## Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports.

Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.

In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).

The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at ₹ 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

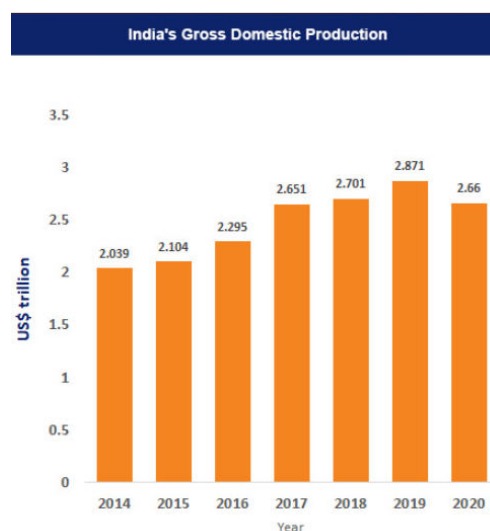
In August 2022, a Special Food Processing Fund of ₹ 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.

In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of ₹ 5,963 crore (US\$ 747.64 million).

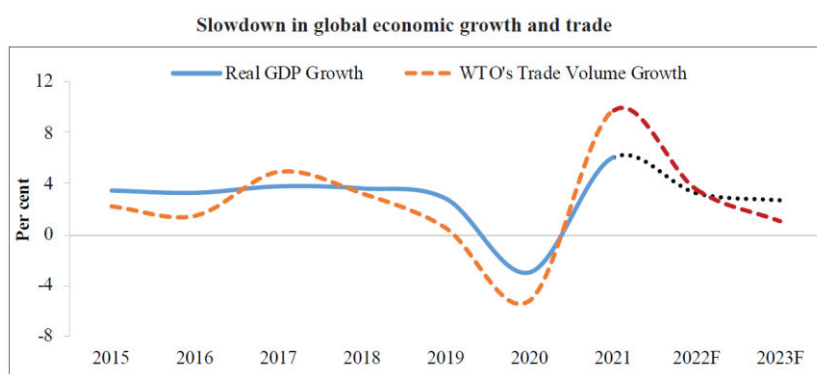
In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## Growth Outlook: 2023-24



India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. The current growth trajectory will be supported by multiple structural changes that have been implemented over the past few years. The private sector – financial and non-financial – was repairing balance sheets, which led to a slowdown in capital formation in the previous decade. The financial system stress experienced in the second decade of the millennium, evidenced by rising nonperforming assets, low credit growth and declining growth rates of capital formation, caused by excessive lending witnessed in the first decade-plus, is now behind us. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible. More importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially. Budgeted capital expenditure rose 2.7X in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.



### ***Growth Magnets in this Decade (2023-2030)***

After a long period of balance sheet repair in the financial and corporate sector, the financial cycle is poised to turn upward. As the health and economic shocks of the pandemic and the spike in commodity prices in 2022 wear off, the Indian economy is thus well placed to grow at its potential in the coming decade, similar to the growth experience of the economy after 2003. This is the primary reason for expecting India's growth outlook to be better than it was in the pre-pandemic years. The sound and healthy financial system developed over the last few years will ensure efficient credit provisioning, contributing to higher growth in the coming years through higher investments and consumption. Thanks to India's digital revolution and formalisation, banks have far more information about their customer's credit risks than before, thus being able to make credit and pricing decisions better than before.

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

### ***Road Ahead***

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022-23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## **INDUSTRY SCENARIO**

### ***CAPITAL GOODS & ENGINEERING INDUSTRY***

India's Capital Goods manufacturing industry serves as a strong base for its engagement across sectors such as Engineering, Construction, Infrastructure and Consumer goods, amongst others. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. Capital Goods sector contributes to 12% of India's manufacturing output and 1.8% to GDP. Market valuation of the capital goods industry was US\$ 43.2 billion in FY22. Indian Electrical equipment is the largest sub-sector followed by



Plant equipment & Earth moving/ mining machinery. The electrical equipment market share in India is expected to increase by US\$ 33.74 billion from 2021 to 2025, and the market's growth momentum will accelerate at a CAGR of 9%. Investment in engineering R&D sector is expected to reach US\$ 63 billion by 2025. The Index of Industrial Production (IIP), in absolute terms, increased to 146.5 in January 2023 from 145.3 in December 2022.

The Government's 'Vision Plan 2030' proposed an action plan to become a manufacturing and export hub for construction equipment and propel the development of world-class infrastructure in the country. In FY23, the exports of engineering goods from India have been estimated to stand at US\$ 107.04 billion. In FY22, India exported engineering goods worth US\$ 112.16 billion. Cumulative engineering exports from April-November 2022 stood at US\$ 70.72 billion. Market size for the Indian Construction Equipment Market stood at US\$ 5.2 billion in FY22 and is forecasted to grow at a CAGR of 8.9% to reach US\$ 8.7 billion by 2028. The construction equipment industry is expected to sell 165,097 units by 2028. The overall exports of electronics goods in April-December 2021 stood at US\$ 11.11 billion and grew 49% as compared to FY20 with the US and the UAE being the top two destinations. In February 2021, the government had introduced the PLI scheme for manufacturing of telecom and networking equipment with an outlay of Rs 12,195 crore (US\$ 1.4 billion) over a five-year period.

## CHEMICAL INDUSTRY

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. India's chemical sector, which is currently estimated to be worth US\$ 220 billion in 2022 and is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040.

India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals). From April 2023 to June 2023 (provisional), India's dye exports (Dyes and Dye Intermediates) totalled US\$ 561.56 million.

The domestic chemicals sector's small and medium enterprises are expected to showcase 18-23% revenue growth in FY22, owing to an improvement in domestic demand and higher realisation due to high prices of chemicals. Domestic demand is expected to rise from US\$ 170 billion-US\$ 180 billion in 2021 to US\$ 850 billion-US\$ 1,000 billion by 2040.

## MARKET OVERVIEW

### ➤ CAPITAL GOODS & ENGINEERING INDUSTRY

Capital Goods sector contributes to 12% of India's manufacturing output and 1.8% to GDP. Market valuation of the capital goods industry was US\$ 43.2 billion in FY22.

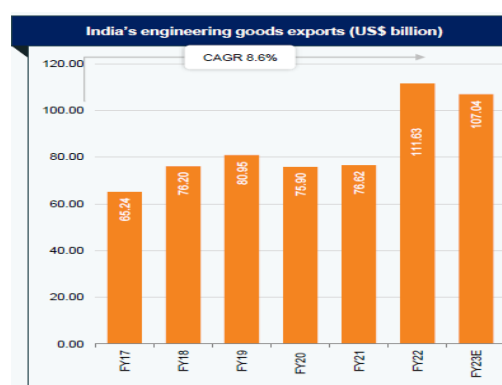
Imports of Electrical Machinery in India increased to US\$ 16.1 billion in 2021. The Indian electrical equipment industry comprises of two broad segments, Generation equipment (boilers, turbines, generators) and Transmission & Distribution (T&D) and allied equipment like transformers, cables, transmission lines, etc. The sector contributes about 8% to the manufacturing sector in terms of value, and 1.5% to overall GDP. Incentives for capacity addition in power generation will further increase the demand for electrical machinery.

The electrical equipment market share in India is expected to increase by US\$ 33.74 billion from 2021 to 2025 at a CAGR of 9%. Domestic electrical equipment market is expected to grow at an annual rate of 12% to reach US\$ 72 billion by 2025. In FY21, India's heavy electrical equipment production stood at Rs. 168,949 crore (US\$ 21.15 billion). Production of generation equipment (boilers, turbines and generators) in India is estimated to be around US\$ 5.7 billion by 2022. The electrical machinery/equipment segment grew nearly 90% with shipments jumping to Rs. 13,606 crore (US\$ 1.6 billion) in the April-July 2022 from Rs. 7,202 crore (US\$ 869 million) in the year-ago period.

(Source: <https://www.ibef.org/industry/engineering-india>)

### ➤ ELECTRONICS INDUSTRY

The Indian electronics manufacturing industry is projected to reach US\$ 520 billion by 2025. The demand for electronic products is expected to rise to US\$ 400 billion by 2025 from US\$ 33 billion in FY20. Electronics market has witnessed a in demand with market size increasing from US\$ 145 billion in FY16 to US\$ billion in FY19—the market witnessed a growth of 14% CAGR from 2016-2019. Electronics system market is expected to witness 2.3x demand of its current (FY19) to reach US\$ 160 billion by FY25.



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In FY23, the imports of electronics goods stood at US\$ 73.46 billion, whereas exports stood at US\$ 22.68 billion. During April-June 2023, the imports of electronics goods stood at US\$ 18.76 billion and exports stood at US\$ 6.75 billion.

India is one of the largest consumer electronics markets in Asia Pacific Region and is home to considerable talent for electronic chip design and embedded software. India has committed to reach US\$ 300 billion worth of electronics manufacturing and exports of US\$ 120 billion by 2025-26.

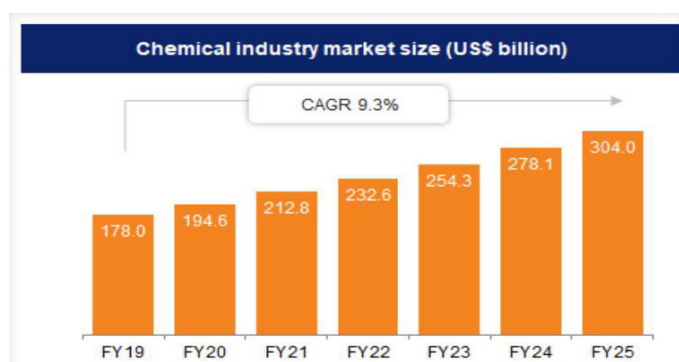
Major Government initiatives such as ‘Digital India’, ‘Make in India’ and supportive policies including favourable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

India is the second fastest digitizing economy amongst the 17 leading economies of the world. The Government of India aims to make Electronics Goods amongst India’s 2-3 top ranking exports by 2026. Electronics Goods exports are expected to increase from the projected US\$ 15 billion in 2021-22 to US\$ 120 billion by 2026.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm>)

### ➤ CHEMICAL INDUSTRY

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 383 billion to India’s GDP by 2030.



India has traditionally been a world leader in generics and biosimilars and major Indian vaccine manufacturers, contributing more than 50% of the global vaccine supply. Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.

Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India’s share in the global specialty chemicals market to 4% from 3%, according to the Crisil report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the CAPEX of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and higher realisations owing to rising crude oil prices and better exports.

Moreover, according to the CRISIL report, the specialty chemicals market in India would grow faster than China, increasing its market share to 6% by 2026 from 3-4% in fiscal 2021. A shift in the global supply chain brought on by the China+1 strategy and a resurgence in domestic end-user demand will fuel significant revenue growth of 18–20% in 2022 and 14–15% in 2023.

(Source: <https://www.ibef.org/industry/chemical-industry-india>)

## RECENT TRENDS AND STRATEGIES

### ➤ Notable trends in the Engineering industry

- Creation of a significant number of special economic zones (SEZs) across the country has been approved. The development of Delhi Mumbai Industrial Corridor (DMIC) across seven states will further bolster the engineering sector. Reliance Defense and Engineering Ltd has signed an agreement with the US Navy for undertaking service, maintenance and repair of Seventh Fleet of US Navy at the Reliance Shipyard at Pipavav in Gujarat.



- With 100% FDI allowed through the automatic route, major international players such as Cummins, GE, ABB and Alfa Laval have entered the Indian engineering sector due to growth opportunities. American plane maker Boeing Corporation has launched the Boeing India Engineering & Technology Centre in Bengaluru.

➤ **Notable trends in the Electronic industry**

- The Index of Industrial Production of manufacturing of computer, electronic, and optical products (weight: 1.57%) was valued at 137, during FY23.
- India's electronics sector is set to harness US\$ 7 billion untapped revenue by 2035 via circular business model and policy pathways, industry stakeholders said. Current commitments and targets set the projected market size for these circular models at US\$ 13 billion in 2035.
- India has overtaken China as the second-largest manufacturer of mobile devices in the world, according to a report released by the international research firm Counterpoint in August. The 'Make in India' initiative's mobile phone shipments from India exceeded 2 billion cumulative units and an annual growth rate of 23% was recorded.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm>)

➤ **Notable trends in the Chemical industry**

- Rise in demand from end-user industries such as food processing, personal care and home care is driving development of different segments in India's specialty chemicals market.
- Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.
- India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP.

(Source: <https://www.ibef.org/industry/chemical-industry-india>)

➤ **Strategies adopted in the Engineering industry**

- In January 2023, Bharat Heavy Electricals Ltd (BHEL) bagged the order for renovation and modernization of 200 MW

Unit-3 and 210 MW Unit-5 steam turbines at Ukai thermal power station in Gujarat. ABB India can utilize around Rs. 1,800 crore (US\$ 217.2 million) of its cash balance for inorganic growth or acquisitions apart from organic expansion plan. The Ministry of Heavy Industries, in March 2023, sanctioned Rs. 800 crore (US\$ 97.3 million) under FAME India Scheme Phase-II to three PSU oil marketing companies (OMC) for setting up 7,432 public fast charging EV stations across the country.

- Making process changes — including the adjustment of a company's physical footprint, outsourcing or offshoring of particular processes, changes to organizational structure — can help increase efficiency. Strong analytical capacity will allow companies to slice and dice their operational data, identifying opportunities to make operations more efficient — such as workforce planning.
- In January 2023, L&T Technology Services Limited announced to acquire the Smart World & Communication (SWC) Business of L&T, to combine synergies and take offerings in Next-Gen Communications, Sustainable Spaces and Cybersecurity to the global market.
- To increase the employability of engineering graduates in the country, AICTE (All India council of Technical education) leadership is taking a lot of efforts and recommends model curriculum for engineering programs like AI, IoT, Robotics, Block chain, Machine learning, Data Science and Cyber security.
- In October 2022, NSIC Signs MoU with Phillips Machine Tools India Pvt. Ltd. for Skill Development Training in Additive

Technologies which is the future of manufacturing. In June 2022: Ministry of Heavy Industries (MHI) and Ministry of Skill Development and Entrepreneurship (MSDE) signed a MoU to facilitate training in engineering trades to boost capital goods sector. In

May 2022, MHI signs a MoU with National Research Development Corporation to facilitate various activities for smooth implementation of the Scheme for Enhancement of Competitiveness in the Indian Capital Goods Sector.

- In 2021, the government is pursuing strategic sale in 22 PSU firms of which 17 are ongoing transactions including BPCL, Shipping Corporation of India, Concor and BEML.

(Source: <https://www.ibef.org/industry/engineering-india>)

➤ *Strategies adopted in the Electronic industry*

- Production-linked scheme (PLI) for large-scale electronics manufacturing (including mobiles) has seen investments worth Rs. 6,887 crore (US\$ 833 million) (till June 2023), already surpassing the target for FY24 which was Rs. 5,488 crore (US\$ 664.4 million).
- A nine-member task force has been constituted by the Ministry of Electronics and Information Technology (MeitY) in March, 2023 with the primary goal of making India a ‘product developer and manufacturing nation’, as per a report. The members of task force are some of the veterans from the Indian electronic industry, including HCL Founder Mr. Ajay Chowdhary, Lava International Chairman Mr. Hari Om Rai, and Boat Lifestyle Co-Founder Mr. Aman Gupta, among others.
- In March 2023, the Government approved setting up of the Electronics Manufacturing Cluster (EMC) at Hubli-Dharwad in Karnataka, worth US\$ 22 million (Rs. 180 crore) and is expected to create about 18,000 jobs.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm>)

➤ *Strategies adopted in the Chemical industry*

- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement a production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will re the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.

(Source: <https://www.ibef.org/industry/chemical-industry-india>)

## **GROWTH DRIVERS FOR ENGINEERING, ELECTRONIC AND CHEMICAL INDUSTRIES**

### ▪ **Make in India**

Shri Dharmendra Pradhan, Minister of Skill Development and Entrepreneurship and Education, said growth of capital goods sector is correlated to the success of Make in India program.

The Government attaches high priority to electronics hardware manufacturing, and it is one of the important pillars of both “Make in India” and “Digital India” programme of Government of India.

### ▪ **Special Economic Zones (SEZs)**

The government approved 15 SEZs for the engineering sector, & electrical machinery is a part of the sector. The Delhi Mumbai Industrial Corridor (DMIC) is being developed across seven states and is expected to bolster the sector.

The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:

- Effective April 1, 2020, 100% Income Tax exemption on export income for SEZ units for the first five years, 50% for the next five years thereafter and 50% of the ploughed back export profit for next five years.
- Single window clearance for central and state-level approvals.

- Duty free import/domestic procurement of goods for development, operation and maintenance of SEZ units.

- **De-licensing**

The electrical machinery industry has been de-licensed, along with 100% FDI allowed in this sector. This has facilitated the entry of major global players into the electrical machinery industry in India.

100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. FDI inflows in the chemicals sector (other than fertilisers) reached US\$ 21.48 billion between April 2000-June 2023.

- **Budgetary support**

Under the Union Budget 2023-24, Government has committed an outlay of Rs. 10 lakh crore (US\$ 120 billion) towards infrastructure capital expenditure compared to Rs. 7.5 lakh crore (US\$ 90 billion) (BE) during 2022–23, which is a 33% year-on-year increase.

Union Budget 2023-24 has allocated Rs. 16,549 crore (US\$ 2 billion) for the Ministry of Electronics and Information Technology, which is nearly 40% higher on year. The budget for FY23 had allocated Rs. 14,300 crore (US\$ 1.73 billion) for the IT ministry.

In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, a combined investment of Rs. 10 lakh crore (US\$ 142 billion) is targeted by 2025, Rs. 15 lakh crore (US\$ 213 billion) by 2030 and Rs. 20 lakh crore (US\$ 284 billion) by 2035 in all PCPIRs across the country. The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons have been employed in direct and indirect activities related to PCPIRs by the end of 2020. The Gujarat Infrastructure Development Corporation (GIDC) has made an investment of around US\$ 2.09 billion (Rs. 17,317 crore) for infrastructure development in the PCPIR.

- **Inflow of foreign investment**

Total foreign direct investment (FDI) inflow to India stood at US\$ 36.74 billion during April-December 2022.

FDI inflow for miscellaneous mechanical and engineering industries stood at US\$ 4.18 billion between April 2000-December 2022.

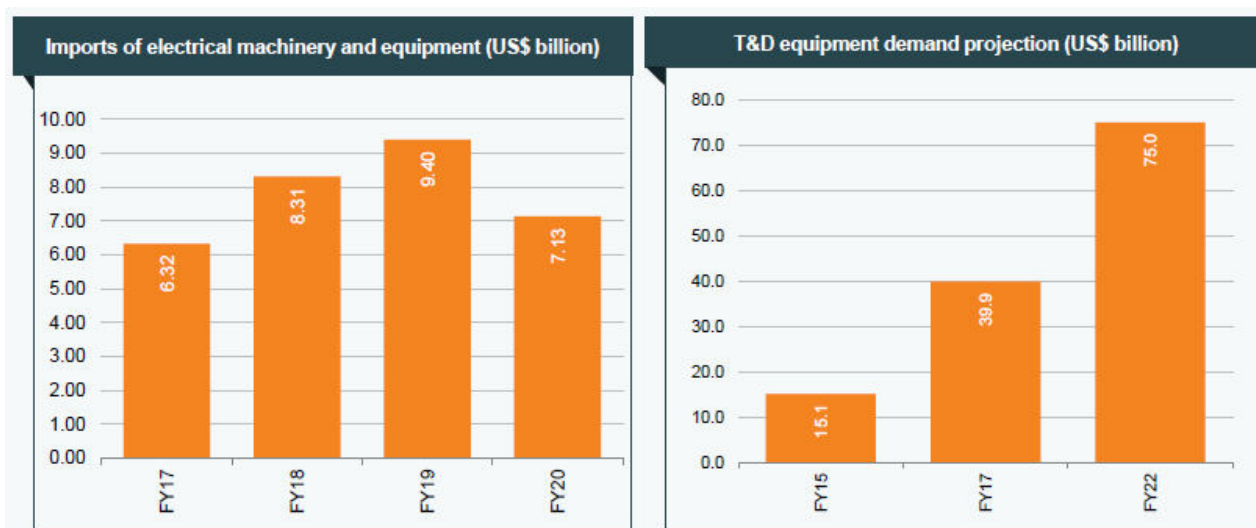
FDI inflow depends on a host of factors such as availability of natural resource, market size, infrastructure, political and general investment climate as well as macro-economic stability and investment decision of foreign investors.

The cumulative FDI equity inflow in the Electronics industry is US\$ 4.13 billion during the period April 2000-March 2023.

## OPPORTUNITIES

### ➤ *Rising demand for electrical equipment*

- Imports of Electrical Machinery in India increased to US\$ 16.1 billion in 2021.
- The Indian electrical equipment industry comprises of two broad segments, Generation equipment (boilers, turbines, generators) and Transmission & Distribution (T&D) and allied equipment like transformers, cables, transmission lines, etc.
- The sector contributes about 8% to the manufacturing sector in terms of value, and 1.5% to overall GDP.
- Incentives for capacity addition in power generation will further increase the demand for electrical machinery.



- The electrical equipment market share in India is expected to increase by US\$ 33.74 billion from 2021-25 at a CAGR of 9%.
- Domestic electrical equipment market is expected to grow at an annual rate of 12% to reach US\$ 72 billion by 2025.
- In FY21, India's heavy electrical equipment production stood at Rs. 168,949 crore (US\$ 21.15 billion).
- Production of generation equipment (boilers, turbines and generators) in India is estimated to be around US\$ 5.7 billion by 2022.
- The electrical machinery/equipment segment grew nearly 90% with shipments jumping to Rs. 13,606 crore (US\$ 1.6 billion) in the April-July 2022 from Rs. 7,202 crore (US\$ 869 million) in the year-ago period.

(Source: <https://www.ibef.org/industry/engineering-india>)

#### ➤ **Rising demand for Electronic equipment**

- In FY23, the exports of electronic goods were recorded at US\$ 23.57 billion as compared to US\$ 15.66 billion during FY22, registering a growth of 50.52%. Exports of electronic goods stood at US\$ 2.0 billion in September 2022.
- Fueled by strong policy support, huge investments by public and private stakeholders and a spike in demand for electronic products, the ESDM sector in India has bright prospects ahead of it and is predicted to reach US\$ 220 billion by 2025, expanding at 16.1% CAGR between 2019-2025.
- The key government initiatives such as 'Make in India' and 'Digital India' improved the country's EoDB. In 2021-22, the total budget allocation towards the 'Digital India' programme is Rs. 6,806.33 crore (US\$ 936.19 million).
- The India Cellular and Electronics Association in February 2023 signed a memorandum of understanding with the Uttar Pradesh government to facilitate investments as the electronics manufacturing and skill hub to cater to domestic demand and exports. The government has set a target to achieve US\$ 300 billion of electronics manufacturing by 2025-26, out of which US\$ 75-100 billion of electronics manufacturing is expected from UP.
- As of March 03, 2021, 19 companies have filed for the production-linked incentive (PLI) scheme for IT Hardware. The scheme was open for applications until April 30, 2021; its incentives will be available from April 01, 2021. Over the next four years, the scheme is expected to lead to total production of ~Rs. 160,000 crore (US\$ 21.88 billion). Of the total production, IT hardware companies have proposed production of >Rs. 135,000 crore (US\$ 18.46 billion); and domestic companies have proposed production of >Rs. 25,000 crore (US\$ 3.42 billion).
- The government has set a target to get ~Rs. 18,000 crore (US\$ 2.4 billion) investments in the electronics manufacturing segment by 2021-22.

(Source: <https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm>)

➤ *Opportunities for Chemical Industry*

- India's specialty chemicals companies are expanding their capacities to cater to rising demand from domestic and overseas.
- With global companies seeking to de-risk their supply chains, which are dependent on China, the chemical sector in India has the opportunity for a significant growth.
- In July 2023, Global Chemicals and Petrochemicals Manufacturing Hubs in India (GCPMH 2023) was organized in Delhi, India.
- Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. The dedicated integrated manufacturing hubs under Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.
- To bring about structural changes in the working of domestic chemical industry, future investments should not only focus on transportation of fuels such as petrol and diesel, but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

(Source: <https://www.ibef.org/industry/chemical-industry-india>)

## 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 “Company” or “we”, “us” or “our” means Aztec Fluids & Machinery Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 130 of this Red Herring Prospectus.*

Established in 2010, we provide coding and marking solutions to a diverse range of industries such as personal care, food & beverages, pharmaceuticals, construction materials, cables, wires & pipes, metals, automotive & electronics, agrochemicals, chemicals & petrochemicals etc. Our product portfolio includes (i) printers such as continuous inkjet printers (CIJ), Thermal Transfer Over printers (TTO), Drop on demand printers (DOD), NIJ printers (i.e. piezoelectric printers) and laser printers (ii) printer inks and (iii) printer consumable items i.e. makeup and cleaning solvents. Our range of products allows our customers to print vital variable information like batch number, date, price, logo, brand, size, barcodes, promotional codes, meter marks, special marks etc. on the products such as steel tubes, aluminum panels, G.I. sheets, laminates, glass, PVC, plywood, woven sac, corrugated boxes, plastics and packing materials.

Since 2015, we are an exclusive distributor of Lead Tech (Zhuhai) Electronic Co. Ltd., China for CIJ Printers, TTO Printers and a range of associated equipment and accessories for various countries such as India, Sri Lanka, Nepal, Bhutan, Bangladesh, Kenya and Nigeria. The other type of printers such as DOD and NIJ are imported by us from other foreign suppliers. After import of printers, based on the customers’ requirements we carry out certain functions such as printer configuration & stand installation on printers. We also carry the necessary testing and trial run to check the desired output of printers.

We procure inks from Fluidtech Corp (“Fluidtech”), a partnership firm of our Promoters, Mr. Pulin Vaidhya and Mrs. Amisha Vaidhya with which we have entered into a manufacturing and supply agreement dated December 22, 2023. Fluidtech specializes in manufacturing a diverse colours of inks, including red, black, yellow, white, green, pink and UV, which are used in the printers in which we deal in. We also have a manufacturing setup at Vatva, Ahmedabad from where we manufacture printer consumable items i.e. makeup and cleaning solvents as well as inks as per requirement basis. As on date of this RHP, we own two registered patents on the cartridge design in which the inks and makeup are filled. The cartridges are purchased by us from a local manufacturer, which manufactures the cartridges as per our design specifications. In order to shield from the risks associated with counterfeit products, we embed a PCB chipset on each cartridge for identification purpose.

With our registered office in Ahmedabad, we own a warehouse at Survey 252, Kanera, Kheda, Gujarat, primarily for storing imported printers. To support our growth initiatives, we’ve recently acquired a substantial land parcel covering two plots at Survey No. 331 and 333 in Kanera, Kheda, Gujarat, measuring a total area of 7,689 square meters. These plots are strategically located in close proximity to our existing warehouse. The building construction work, encompassing the ground and first floor, has been completed at Survey No. 333. This newly constructed space will be dedicated to printer assembling, configuring, testing, and other relevant activities associated with printer. Currently, our printer testing and repairing operations are conducted at Maninagar and Vatva, both located in Ahmedabad, Gujarat.

*Photograph of new building constructed at 333, Kanera, Kheda for proposed printer assembly operations*



Further, we've leased plot number 331 to Fluidtech for a period of 5 years from November 01, 2023, for setup of manufacturing facility of inks, makeup and cleaning solvents. Thus, going forward, we intend to discontinue the manufacturing operations of makeup, cleaning solvents and inks from our Vatva unit, as we will be procuring the same from Fluidtech from its nearby new manufacturing unit at 331, Kanera, Kheda, Gujarat.

We generate major domestic sales through our customers situated in Gujarat, Rajasthan and Tamil Nadu. In Fiscal 2023, the largest share of our revenue, accounting for 37.04% originated from Gujarat, followed by Rajasthan which accounted for 9.86%. For details on geographical wise revenue, please refer to **“Our Competitive Strengths - Well diversified customer base spread across various industries and geography.”** For the nine months period ended Dec.'23 and Fiscal 2023, we have served over 12001100 customers respectively. Our ability to provide wide range of coding and marking solutions has helped us garner customers engaged in various sectors such as personal care, food & beverages, pharmaceuticals, construction materials, cables, wires & pipes, metals, automotive & electronics, agrochemicals, chemicals & petrochemicals. Our customer base includes some of the renowned names such as Astral Limited, ADF Foods Limited, Eris Lifesciences Limited, Rossari Biotech Limited, Surya Roshni Ltd, Vectus Industries Ltd., ERIS Therapeutics Limited, Resinova Chemie Limited, Prince Pipe & Fittings Limited, Oswal Cables Pvt Ltd, Digicode, Codjet India and Makson Pharmaceuticals.

With the Head Office at Ahmedabad, Gujarat, we've strategically established regional offices at Mumbai (West region), Kolkata (East region), and Hyderabad (South region). As on December 31, 2023, we possessed a dedicated team of 28 employees for sales & marketing function and a team of 51 employees for after sales service and support to our clientele at their respective locations.

Our company executed a term sheet, dated November 6<sup>th</sup>, 2023, pertaining to the acquisition of all the equity shares of Jet Inks Private Limited (“Jet Inks”), which is a Chennai based company, engaged in the business of manufacturing of inks and also deals in printers, consumables and spares. Pursuant to the term sheet, our Company acquired 18.05% stake in Jet Inks at a consideration of Rs. 3 crores. Further, our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company. For further details, please refer to chapter titled **“Objects of the Issue”** and **“Other Financial Information”** on page 63 and 172 of this RHP.

Our existing Promoters, Mr. Pulin Kumudchandra Vaidhya, Mrs. Amisha Pulin Vaidhya and Mr. Kumudchandra Bhagwandas Vaidya has around 22 years, 14 years and 10 years of experience respectively in this industry. We have benefited immensely from the vast experience of our promoters on account of their sound knowledge of the market, high contacts with clients and suppliers and better decision-making power. Our Promoter, Mr. Pulin Kumudchandra Vaidhya has been awarded with Vibrant leadership award for excellence in manufacturing & export of CIJ inks & printers in 2020 and pioneers of Gujarat award in 2023.

### **Key Performance Indicators of our Company**

<b>Key Financial Performance</b>	<b>Apr.'23 – Dec.'23</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Revenue from operations <sup>(1)</sup>	5092.86	5,426.11	4,571.55	3,389.94
EBITDA <sup>(2)</sup>	577.35	465.84	406.14	351.17
EBITDA Margin <sup>(3)</sup>	11.34%	8.59%	8.88%	10.36%
PAT <sup>(4)</sup>	450.74	327.38	311.25	246.28
PAT Margin <sup>(5)</sup>	8.85%	6.03%	6.81%	7.27%
RoE(% <sup>(6)</sup> )	25.60%	23.60%	28.33%	29.40%
RoCE (% <sup>(7)</sup> )	25.38%	22.07%	24.86%	26.51%

#### **Notes:**

(1) Revenue from operation means revenue from sales, service and other operating revenues.

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) PAT is taken as Profit after Tax attributable to equity owner.

(5) 'PAT Margin' is calculated as Profit after Tax attributable to equity owner/year divided by revenue from operations.

(6) Return on Equity is ratio of Profit after Tax attributable to equity owners and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' Fund + Long term borrowing + Short term borrowing + Deferred Tax Liability (net)



## Our Competitive Strengths

### *Well diversified customer base spread across various industries and geography*

For the nine months period ended Dec.'23 and Fiscal 2023, we have served over 1200 and 1100 customers respectively. We have sold our products in India and several other countries across the globe which include China, Malaysia, African countries such as Nigeria, Rwanda, Mozambique Kenya Ghana, Uganda, Zambia and Middle East countries such as Saudi Arabia and Kingdom of Bahrain. For the nine months period ended Dec.'23, our revenue from operations were Rs. 50.91 crores of which approximately 94.43% of the revenue were from domestic markets and 5.57% from international markets. In India, during the same period, we have sold our products to around 24 states and 3 union territories including Gujarat, Rajasthan, Tamil Nadu, Uttar Pradesh, West Bengal, Assam, Haryana, Maharashtra, Telangana, Andhra Pradesh, Jharkhand, Delhi, Uttarakhand, Orissa, Madhya Pradesh, Himachal Pradesh, Karnataka, Chhattisgarh, Punjab, Bihar, Kerala, Jammu & Kashmir, Manipur, Dadar and Nagar Haveli, Puducherry, Goa, Arunachal Pradesh, Mizoram, Daman and Diu. Our revenue from exports for F.Y. 2022-23, 2021-22 and 2020-21 were 3.29%, 7.32% and 4.95% of our revenue from operations respectively.

The following table sets forth the bifurcation of revenue (Geographical-wise) for the nine months period ended Dec.'23 and Fiscal 2023, 2022 and 2021:

(Rs. in lakhs)								
Category	Apr-Dec'23	% of revenue from operations	F.Y. 2022-23	% of revenue from operations	F.Y. 2021-22	% of revenue from operations	F.Y. 2020-21	% of revenue from operations
<b>Domestic (A)</b>								
Andhra pradesh	130.33	2.56%	95.12	1.76%	132.17	2.89%	62.32	1.84%
Arunachal pradesh	2.08	0.04%	2.49	0.05%	4.45	0.10%	1.79	0.05%
Assam	209.15	4.11%	75.71	1.40%	47.14	1.03%	36.37	1.07%
Bihar	77.52	1.52%	62.22	1.15%	39.22	0.86%	32.66	0.96%
Chhattisgarh	14.59	0.29%	5.84	0.11%	0	0.00%	1.68	0.05%
Dadar and nagar haveli	91.99	1.81%	49.04	0.91%	56.19	1.23%	38.19	1.13%
Daman and Diu	0	0.00%	0	0.00%	0.82	0.02%	33.68	0.99%
Delhi	88.05	1.73%	143.36	2.65%	121.25	2.65%	107.82	3.18%
Goa	0.8	0.02%	1.74	0.03%	1.51	0.03%	0	0.00%
Gujarat	1806.19	35.48%	2195.64	40.53%	2037.93	44.61%	1423.76	42.01%
Haryana	240.3	4.72%	280.59	5.18%	163.97	3.59%	196.48	5.80%
Himachal pradesh	7.59	0.15%	5.75	0.11%	2.59	0.06%	0.73	0.02%
Jammu & Kashmir	0	0.00%	0	0.00%	0	0.00%	0.14	0.00%
Jharkhand	74.14	1.46%	89.68	1.66%	34.75	0.76%	30.48	0.90%
Karnataka	108.2	2.13%	97.32	1.80%	128.09	2.80%	83.5	2.46%
Kerala	16.18	0.32%	28.81	0.53%	19.74	0.43%	15.16	0.45%
Madhya pradesh	34.19	0.67%	17.34	0.32%	8.4	0.18%	22.32	0.66%
Maharashtra	277.15	5.44%	380.52	7.02%	269.82	5.91%	288.7	8.52%
Manipur	1.98	0.04%	0.57	0.01%	0.48	0.01%	2.42	0.07%
Mizoram	0.81	0.02%	2.62	0.05%	0.36	0.01%	1.53	0.05%
Orissa	144.58	2.84%	169.23	3.12%	69.24	1.52%	1.92	0.06%
Puducherry	2.42	0.05%	0.83	0.02%	1.48	0.03%	0	0.00%
Punjab	39.89	0.78%	19.92	0.37%	5.96	0.13%	0.71	0.02%
Rajasthan	515.53	10.13%	553.08	10.21%	433.67	9.49%	313.34	9.25%
Tamil nadu	415.42	8.16%	451.66	8.34%	297.97	6.52%	231.37	6.83%
Telangana	169.6	3.33%	235.68	4.35%	82.88	1.81%	55.55	1.64%
Uttar pradesh	3.38	0.07%	113.35	2.09%	89.07	1.95%	100.74	2.97%

Uttarakhand	118.67	2.33%	65.42	1.21%	88.79	1.94%	70.94	2.09%
West Bengal	98.00	1.92%	95.92	1.77%	95.94	2.10%	67.13	1.98%
<b>Total (A)</b>	<b>4807.28</b>	<b>94.43%</b>	<b>5239.45</b>	<b>96.71%</b>	<b>4233.88</b>	<b>92.68%</b>	<b>3221.43</b>	<b>95.05%</b>
<b>International (B)</b>								
Australia	1.29	0.03%	0.66	0.01%	0.22	0.00%	0	0.00%
Bangladesh	0	0.00%	0	0.00%	0	0.00%	4.01	0.12%
Bhutan	0	0.00%	0	0.00%	0	0.00%	0.71	0.02%
Burundi	0	0.00%	0	0.00%	15.46	0.34%	0	0.00%
China	40.54	0.80%	7.98	0.15%	11.86	0.26%	0	0.00%
Ethiopia	0	0.00%	0.7	0.01%	3.1	0.07%	0	0.00%
Gabon	25.7	0.50%	20.49	0.38%	10.99	0.24%	11.86	0.35%
Ghana	20.98	0.41%	15.65	0.29%	48.16	1.05%	0	0.00%
Guinea	12.61	0.25%	0	0.00%	0	0.00%	0	0.00%
Deemed Exports	7.05	0.14%	7.73	0.14%	26.05	0.57%	0	0.00%
Kenya	11.45	0.22%	0	0.00%	0	0.00%	17.94	0.53%
Kingdom of Bahrain	8.38	0.16%	8.1	0.15%	0	0.00%	0	0.00%
Malaysia	6.40	0.13%	3.7	0.07%	4.5	0.10%	0	0.00%
Maputo	0	0.00%	0	0.00%	0	0.00%	15.42	0.45%
Mozambique	5.72	0.11%	7.37	0.14%	4.52	0.10%	0	0.00%
Nepal	11.56	0.23%	12.97	0.24%	29.26	0.64%	0.29	0.01%
New Zealand	2.56	0.05%	3.77	0.07%	2.79	0.06%	9.34	0.28%
Nigeria	26.69	0.52%	30.68	0.57%	120.61	2.64%	79.74	2.35%
Republic of The Congo	0	0.00%	0	0.00%	6.06	0.13%	0	0.00%
Rwanda	18.12	0.36%	16.15	0.30%	16.59	0.36%	7.67	0.23%
Saudi Arabia	10.92	0.21%	0	0.00%	0	0.00%	0	0.00%
Tanzania	0	0.00%	0	0.00%	0.71	0.02%	0	0.00%
Uganda	54.12	1.06%	42.49	0.78%	33.35	0.73%	20.69	0.61%
Zambia	19.71	0.39%	0	0.00%	0	0.00%	0	0.00%
<b>Total (B)</b>	<b>283.81</b>	<b>5.57%</b>	<b>178.46</b>	<b>3.29%</b>	<b>334.22</b>	<b>7.32%</b>	<b>167.67</b>	<b>4.95%</b>
<b>Grand Total (A) + (B)</b>	<b>5091.08</b>	<b>100.00%</b>	<b>5417.89</b>	<b>100.00%</b>	<b>4568.1</b>	<b>100.00%</b>	<b>3389.08</b>	<b>100.00%</b>

**Varied product range appealing to a diverse customer base**

Our product portfolio includes (i) printers such as continuous inkjet printers (CIJ), Thermal Transfer Overprinters (TTO), Drop on demand printers (DOD), NIJ printers (i.e. piezoelectric printers) and laser printers (ii) printer inks and (iii) printer consumable items i.e. makeup and cleaning solvents. Our range of products allows our customers to print vital variable information like batch number, date, price, logo, brand, size, barcodes, promotional codes, meter marks, special marks etc.

The following table sets forth information on our product mix in terms of revenue contribution in the periods indicated (pending – revenue breakup:

(Rs. in lakhs)

Category	F.Y. 2020-21	%	F.Y. 2021-22	%	F.Y. 2022-23	%	Apr.'23 to Dec.'23	%
Printers sold (in no.)	664		853		971		867	
Printers sold (Rs. in lakhs)	1088.38	32.11	1450.11	31.74	1694.60	31.28	1707.48	33.54%
Ink sold (Rs. in lakhs)	905.85	26.73	1377.09	30.15	1509.53	27.86	1320.89	25.95%

Makeup & Cleaner sold (Rs. in lakhs)	940.41	27.75	1201.74	26.31	1600.66	29.54	1468.24	28.84%
Others (AMC, Service, etc.) (Rs. in lakhs)	81.57	2.41	108.86	2.38	102.96	1.90	93.84	1.84%
Spares (Rs. in lakhs)	372.86	11.00	430.31	9.42	510.14	9.42	500.64	9.83%
<b>TOTAL REVENUE*</b>	<b>3389.08</b>	<b>100.00</b>	<b>4568.10</b>	<b>100.00</b>	<b>5417.89</b>	<b>100.00</b>	<b>5091.08</b>	<b>100.00%</b>

\*Percentage is calculated based on revenue from operations (excluding other operating income)

The following table set forth the details of revenue earned by the Company as a distributor of Lead Tech printers for the periods indicated below along with percentage:

Particulars	F.Y. 2020-21	F.Y. 2021-22	F.Y. 2022-23	Apr.'23-Dec.'23
Number of printers sold of Lead Tech (As distributor)	648	802	910	792
Revenue earned (As distributor)	1028.55 lakhs	1350.80 lakhs	1539.68 lakhs	1294.03 lakhs
% of Revenue from operations (excluding other operating income)	30.35%	29.57%	28.42%	25.41%

### *Long standing relationship with our customers*

With an experience of over a decade in this field, we have been able to develop long-standing relationships with our customers some of whom have been with us for around five years. For instance, companies such as Astral pipes, Prince pipes, Ashirvad Pipes, Makson Pharmaceuticals, Sentini Flopipes and Best Ink and Solutions have been our customers for the last five fiscals. Maintaining strong relationships with our key customers is essential to our business strategy and to the growth of our business. Owing to our strong customer relationships and service, we have been able to retain a number of our customers for a long period of time ensuring uninterrupted supplies of our products to them.

### *Experienced Promoters with strong management team having domain knowledge*

Our sustainable growth in business has been achieved through our founders-led management team with relevant educational qualifications and complementary skill sets. We have an experienced management team led by our Promoters, Pulin Kumudchandra Vaidhya and Amisha Pulin Vaidhya, who have vast experience in the company business and we benefit immensely from their expertise. Our promoters are actively involved in the day-to-day management of our Company. We are also supported with adequate technical and commercial team having relevant experience of the industry which helps us to achieve the organizational goals. We believe that our management team's experience and their understanding of the printer & inks industry will enable us to continue to take advantage of both current and future market opportunities.

### **Our Business Strategies**

#### *Expansion through setup of printer assembly unit*

We've recently acquired a significant land parcel measuring a total area of 11,028 square meters, encompassing three plots situated at Survey No. 252, 331, 333 in Kanera, Kheda, Gujarat. The construction of building (ground and first floor) has already been completed on plot no. 333. This newly constructed space will be dedicated to printer assembling, configuring, testing, and other relevant activities associated with printer. Currently, our printer testing and repairing operations are conducted at Maninagar and Vatva, both located in Ahmedabad, Gujarat. We believe that the establishment of a dedicated printer assembly unit in Kanera, Gujarat, is anticipated to enhance operational efficiency, streamline production processes, and reduce logistical complexities, leading to overall cost savings and improved service delivery.

#### *Derive synergy from the acquisition of Jet Inks Private Limited*

In order to support the inorganic growth of our Company, we intend to acquire the 100% equity shares of Jet Inks Private Limited ("Jet Inks"). Incorporated in 2002, Jet Inks is engaged in the business of manufacturing of inks and also deals in printers,

consumables and spares and has its registered office situated at 2/126, P.S. Sivaswamy Salai, 3rd Floor, Mylapore, Chennai, Tamil Nadu. We seek to create long-term value for our stakeholders through the Jet Inks Acquisition by leveraging on the Jet Inks existing manufacturing capacity and presence in Southern region of India. The Jet Inks acquisition is being carried out to diversify the customer base, leverage on its manufacturing capacity & sales network and strengthen our presence in South and East region of India. For further details, please refer to Chapter titled “*Objects of the Issue*” beginning on page 63 of this RHP. For details on financial information of Jet Inks Private Limited, please refer to page 172 of this RHP.

### *Expand our geographical presence*

Currently, we market our products to around 24 states and 3 union territories of which majority portion of the revenue comes from the state of Gujarat, Rajasthan and Tamil Nadu. Going forward, we intend to deepen penetration and strengthen our position in our existing key market areas such as Maharashtra, Uttar Pradesh, West Bengal, Assam and Haryana. Further, we seek to tap other markets and increase our geographical presence by leveraging our experience in key market areas, enhancing our brand awareness and strengthening our sales and marketing network.

### *Continue to strengthen our relationships with the customers*

We have over the years established long-term relationships with our customers leading to recurrent business engagements with them. Some of our customers have been with us for the last five Fiscals. We believe that our customer retention levels reflect our ability to provide high quality products and desired after sales service. This has enabled us to strengthen our customers' reliance on us. Going forward, we intend to continue to strengthen and expand our existing relationships with our current customers and to acquire more valued customers. We strive to clearly understand our customers' business needs and to provide solutions that completely fulfil their customized requirements.

### *Continue to reduce operating costs and improve operational efficiencies*

Providing quality products at attractive prices is crucial for maintaining and expanding relationships with our customers. We aim to further enhance our operational efficiencies to increase economies of scale, absorb fixed costs more effectively, reduce other operating expenses, and strengthen our competitive position. We will strive to manage supply chain costs by maintaining optimal inventory levels, implementing economic orders, and adopting other necessary measures. Leveraging economies of scale will also be instrumental in continually improving our operational efficiencies.

## **PRODUCT PORTFOLIO**

Our range of products allows our customers to print vital variable information like batch number, date, price, logo, brand, size, barcodes, promotional codes, meter marks, special marks etc. on the products such as steel tubes, aluminum panels, G.I. sheets, laminates, glass, PVC, plywood, woven sac, corrugated boxes, plastics and packing materials.

### **Our product portfolio includes:**

**1. Printers** – We offer series of printers such as continuous inkjet printers (CIJ), Thermal Transfer Over printers (TTO), Drop on demand printers (DOD), NIJ printers (i.e. piezoelectric printers) and laser printers.

**(i) Continuous inkjet printers (CIJ)** - Continuous Ink Jet systems work by expelling electrically charged ink droplets from a printhead nozzle and passing them through an electric field. The ink jet is broken into drops inside the chamber through a pulse from the piezoelectric crystal. Droplets that are required for printing are charged by an electrode as they break off from the ink jet, and the printer re-circulates the rest. CIJ printers are used for coding and marking solution on products such as Food & Beverages, Dairy Products, Bakery & Confectionary, Cattle Feed, Pharmaceuticals, Healthcare, Cosmetics, Personal Hygiene, Agrochemical & Fertilizers, Pesticides, Chemicals, Extrusion – Pipe & Cables, Building Materials, Paints & Resins, FMCG & FMEG, Spices, Automobiles etc.

**(ii) Thermal Transfer Over Printer (TTO):** TTO printers are ribbon-based technology ribbon to transfer ink onto various surfaces, such as flexible packaging materials, labels, and films. Thermal Transfer Overprinting (TTO) is a printing technology used in various industries for coding & marking for products like Foods and beverages, pharmaceuticals, Salty snacks, Retailers, FMCG etc.

**(iii) Drop on demand printers (DOD)** – Drop-on-Demand (DOD) technology involves the release of ink through a print head precisely when a print dot is designated for printing, responding directly to the demand for printing. In simpler terms, ink is expelled only when needed. This technology is capable of printing large characters, accommodating messages of up to four lines. DOD Printers find primary application in imprinting on tertiary packaging such as corrugated boxes.

**(iv) NIJ printers (i.e. piezoelectric printers)** – NIJ Printers are high-resolution printers that operate based on Piezo Technology coupled with a UV curing system. These printers are versatile, capable of printing on various substrates, including porous and non-porous materials. With a single head, they can achieve a print height ranging from 32.4mm to 71.8mm. NIJ Printers find application

in diverse areas such as product traceability, track and trace systems, warehouse management, mono-cartons, tertiary packing, and various other functions.

**(v) Laser printers** – Laser printers utilizes both CO2 and Fiber technologies tailored to specific industrial applications. Leveraging laser technology, it ensures permanent marking with high-speed printing capabilities, making it ideal for large coding areas and challenging environments, delivering high-contrast codes. The CO2 laser is particularly well-suited for applications involving film laminates, PET bottles, caps, and similar materials. On the other hand, Fiber lasers excel in marking bare metal and rigid plastics, commonly found in the automotive and electronics industries. Laser printers play a crucial role in diverse applications, including high-speed beverage and distillery lines, personal hygiene products, automobiles, HDPE pipes, and many more.





**2. Printer inks** – Our printer inks, including retort ink, invisible ink, colored ink, UV ink, high-temperature resistance ink, alcohol-resistant inks, and pigment inks, cater to a wide array of applications. They ensure durable and legible coding in high-temperature processes, discreet marking, vibrant color differentiation, and long-lasting, high-contrast finishes under UV light. With formulations tailored to specific needs, our inks uphold reliability and versatility across various industrial printing requirements.

**3. Printer consumable items**

**Makeup** - The composition of our inks involves chemical ingredients, and external weather conditions can impact their viscosity levels. To ensure a consistent viscosity, a continuous addition of thinner or solvent is employed, referred to in ink jet terminology as “Make up”. This critical process of adding makeup ensures optimal ink performance, stability, and reliable printing results, even in varying environmental conditions.

**Cleaning solvent** - The Cleaning Solution we utilize is MEK thinner, chosen for its efficacy in general cleaning applications for the maintenance of printers. MEK, or Methyl Ethyl Ketone, is a solvent which is able to dissolve various substances, making it an ideal choice for removing ink residues and ensuring the smooth functioning of printing equipment. Its precision in cleaning helps prevent nozzle clogging, ensuring consistent print quality and extending the lifespan of the printers.

**Photographs of some of our products:**

 <p><b>LT 710 INK Core</b></p>	 <p><b>LT 710 INK Jet</b></p>
 <p><b>LT 800 INK JET PRINTER</b></p>	 <p><b>LT 1000 P+</b></p>



**Ink and consumable items**

### **Manufacturing Process of inks**

**Raw Material Selection:** In preparing our inks, we choose pigments and chemical to provide vibrant colors, select binders for adhesion, and decide on solvents to control viscosity and aid spreading. we used chemicals such as 1-Methoxy 2-Propanol, Methyl Ethyl Ketone, Iso Propyl Acetate, N Methyl Pyrrolidone and Veri plus SK.

**Weighing and Mixing:** We weigh raw materials precisely based on a set formula and thoroughly mix pigments, binders, and solvents to create a consistent blend.

**Dispersion:** To ensure uniformity, we subject the mixture to dispersion, breaking down clumps of pigment particles for an even distribution in the ink.

**Grinding:** After dispersion, we grind the mixture for a finer particle size, enhancing smoothness and print quality.

**Letdown:** In the letdown phase, we combine the ground mixture with additional components to adjust viscosity and color strength.

**Testing:** We conduct quality control tests, checking color consistency, viscosity, pH, and other properties to meet our standards.

**Filtration:** Before packaging, we filter the ink to remove impurities, enhancing its purity.

**Packaging:** The final ink is packaged into cartridges.

**Manufacturing Process of cleaning solvent and makeup** - In preparing the cleaning solvent and makeup, the basic raw materials which includes solvents and salts are weighed and mixed carefully with a proper blend. Next, the quality checks are done to ensure that cleaning solvents and makeup are working properly. Post quality checking, the cleaning solvent are packaged in bottles and makeup in cartridges.

### **PLANT & MACHINERY**

Some of the machineries owned and installed at our existing Vatva unit includes filling machines, stirrer, mixing cattle, visco meter and sticker labeler.

### **INSTALLED CAPACITY & CAPACITY UTILISATION:-**

Particulars	2020-21	2021-22	2022-23	Existing Installed Capacity (p.a.)
<b>Inks</b>				
Installed Capacity (in ltrs)	40,000	40,000	40,000	40,000
Actual Production (in ltrs)	24,508	24,466	27,003	
Capacity Utilization (in %)	61.27%	61.16%	67.50%	
<b>Consumable items</b>				
Installed Capacity (in ltrs)	2,20,000	2,20,000	2,20,000	2,20,000
Actual Production (in ltrs)	1,27,700	1,65,234	1,84,637	
Capacity Utilization (in %)	58.05%	75.10%	83.92%	

\*Based on the certificate dated January 24, 2024, issued by Multi Engineers (P) Ltd., Chartered Engineers.

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Red Herring 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 22 of this Red Herring Prospectus.

### **SALES AND MARKETING:**

Our sales and marketing strategy is primarily focused on customer engagement along with seeking to establish new relationships with customers across a varied range of industries. Our sales and marketing division is headed by Pulin Kumudchandra Vaidhya, Managing Director, who leads our teams responsible for business development and customer relationship management. As on March 31, 2024, we possessed a dedicated team of 28 employees for sales & marketing function and a team of 51 employees for after sales service and support to our clientele at their respective locations. In order to promote our sales, we have regional offices at Mumbai (West region), Kolkata (East region), and Hyderabad (South region).

The senior management is actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels. Our marketing team along with our Promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company.

Details of top customer, top 5 customers and top 10 customers pertaining to nine months period ended December 31, 2023 and F.Y. 2022-23 is given below:

#### **Top customer for nine months period ended Dec.’23:**

S. No.	Name of Customer	Amount. (Rs. in lakhs)	(%) of Total Turnover
1	Customer 1	1869.61	36.72%

#### **Top 5 customers for nine months period ended Dec.’23:**

S. No.	Name of Customer	Amount. (Rs. in lakhs)	(%) of Total Turnover
1	Customer 1	1869.61	36.72%
2	Customer 2	407.29	8.00%
3	Customer 3	348.37	6.84%
4	Customer 4	224.23	4.40%
5	Customer 5	151.43	2.97%
	<b>Total</b>	<b>3000.93</b>	<b>58.93%</b>

#### **Top 10 customers for nine months period ended Dec.’23:**

S. No.	Name of Customer	Amount. (In lakhs)	(%) of Total Turnover
1	Customer 1	1869.61	36.72%
2	Customer 2	407.29	8.00%
3	Customer 3	348.37	6.84%
4	Customer 4	224.23	4.40%
5	Customer 5	151.43	2.97%
6	Customer 6	111.14	2.18%
7	Customer 7	74.35	1.46%
8	Customer 8	56.17	1.10%
9	Customer 9	44.52	0.87%
10	Customer 10	40.54	0.80%
	<b>Total</b>	<b>3327.64</b>	<b>65.36%</b>

#### **Top customer for F.Y. 2022-23:**

Sr No	Name of Customer	Amt. (Rs. In Lacs)	(%) of Total Turnover
1	Customer 1	1899.74	35.01%

#### **Top 5 customers for F.Y. 2022-23:**



Sr No	Name of Customer	Amt. (Rs. In Lacs)	(%) of Total Turnover
1	Customer 1	1899.74	35.01%
2	Customer 2	559.93	10.32%
3	Customer 3	201.97	3.72%
4	Customer 4	98.63	1.82%
5	Customer 5	72.72	1.34%
<b>TOTAL</b>		<b>2832.99</b>	<b>52.21%</b>

**Top 10 customers for F.Y. 2022-23:**

Sr No	Name of Customer	Amt. (Rs. In Lacs)	(%) of Total Turnover
1	Customer 1	1899.74	35.01%
2	Customer 2	559.93	10.32%
3	Customer 3	201.97	3.72%
4	Customer 4	98.63	1.82%
5	Customer 5	72.72	1.34%
6	Customer 6	58.21	1.07%
7	Customer 7	55.26	1.02%
8	Customer 8	54.05	1.00%
9	Customer 9	51.84	0.96%
10	Customer 10	46.64	0.86%
<b>Total</b>		<b>3098.98</b>	<b>57.11%</b>

**COMPETITION:**

The industry in which we operate is highly competitive and fragmented. Our competition varies across various markets and geographical areas. We face competition from both domestic and international companies. We compete primarily on the basis of product quality, technology, cost, delivery and service, as well as quality and depth of senior level relationships. Further, some of our current and potential competitors include large international companies that have longer operating histories, better name recognition, greater ability to influence industry standards, access to larger customer bases and significantly greater financial, sales and marketing, manufacturing, distribution, technical and other resources than we have. Some of our significant competitors in the organized segment includes Control Print Ltd., Videojet Technologies, Domino and Markem Imaje.

**Infrastructure & Utilities:**

**Logistics:** We do not maintain an in-house transportation facility and depend on third-party transportation and logistics services at every stage of our business activities, including procurement from suppliers and delivering finished products to customers. While we engage transportation companies as needed, we have not established definitive agreements with any third-party transport service providers. The transportation solutions available in the markets where we operate are typically fragmented, and the cost incurred for goods transported by third-party carriers often exceeds the contracted transportation fees. Consequently, recovering compensation for damaged, delayed, or lost goods can be challenging. Recent instances, such as transportation vehicles being on strike due to fuel price increases, resulted in delays and potential disruptions in handling and procurement processes, which could have led to possible damage to products in transit. Although no such instances have been noticed as on date but such instances if occur may affect our business operations.

**Raw Materials:** Our raw material requirement for manufacturing of inks and consumable items includes dyes, conductive salts, pigments, solvents, additives, chemicals etc. which are procured by us from domestic market.

We import printers mainly from China. For the nine months period ended Dec.'23, F.Y. 2022-23, F.Y. 2021-22 and F.Y. 2020-21, our imports were Rs. 2598.44 lakhs, Rs. 2658.94 lakhs, Rs. 2320.77 lakhs and Rs. 1524.79 lakhs respectively, which constituted 86.91%, 78.58%, 80.05% and 74.03% of cost of material consumed for respective period/year.

Details of top supplier for nine months period December 31, 2023 is given below:

**Top Supplier for nine months period ended December 31, 2023:**

S. No.	Name of Supplier	Amt. (Rs. In Lacs)	(%) of Total Purchase
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1.	Supplier 1	2219.74	61.17%
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**Top 5 Supplier for nine months period ended December 31, 2023:**

S. No.	Name of Supplier	Amt. (Rs. In Lacs)	(%) of Total Purchase
1.	Supplier 1	2219.74	61.17%
2.	Supplier 2	481.99	13.28%
3.	Supplier 3	290.77	8.01%
4.	Supplier 4	128.22	3.53%
5.	Supplier 5	89.25	2.46%
	<b>Total</b>	<b>3209.97</b>	<b>88.45%</b>

**Top 10 Supplier for nine months period ended December 31, 2023:**

S. No.	Name of Supplier	Amt. (Rs. In Lacs)	(%) of Total Purchase
1.	Supplier 1	2219.74	61.17%
2.	Supplier 2	481.99	13.28%
3.	Supplier 3	290.77	8.01%
4.	Supplier 4	128.22	3.53%
5.	Supplier 5	89.25	2.46%
6.	Supplier 6	81.39	2.24%
7.	Supplier 7	45.17	1.24%
8.	Supplier 8	42.72	1.18%
9.	Supplier 9	29.12	0.80%
10.	Supplier 10	27.16	0.75%
	<b>Total</b>	<b>3435.53</b>	<b>94.68%</b>

**Top Supplier for F.Y. 2022-23:**

S. No.	Name of Supplier	Amt. (Rs. In lacs)	(%) of Total Purchase
1.	Supplier 1	2415.09	68.22

**Top 5 Suppliers for F.Y. 2022-23:**

S. No.	Name of Supplier	Amt. (Rs. In lacs)	(%) of Total Purchase
1.	Supplier 1	2415.09	68.22
2.	Supplier 2	199.60	5.64
3.	Supplier 3	191.44	5.41
4.	Supplier 4	115.77	3.27
5.	Supplier 5	73.39	2.07
	<b>Total</b>	<b>2995.29</b>	<b>84.61</b>

**Top 10 Suppliers for F.Y. 2022-23:**

S. No.	Name of Supplier	Amt. (Rs. In lacs)	(%) of Total Purchase
1.	Supplier 1	2415.09	68.22
2.	Supplier 2	199.60	5.64
3.	Supplier 3	191.44	5.41
4.	Supplier 4	115.77	3.27
5.	Supplier 5	73.39	2.07
6.	Supplier 6	73.03	2.06
7.	Supplier 7	41.78	1.18
8.	Supplier 8	40.58	1.15

9.	Supplier 9	36.84	1.04
10.	Supplier 10	34.87	0.99
	<b>Total</b>	<b>3222.39</b>	<b>91.03</b>

**Power:** The requirement of power for our operations, like power for lighting and operating the plant/machinery/equipment is met through Torrent Power Limited.


**Water:** The existing water requirement for our manufacturing unit is met from local sources.

**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. We aim towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations. As on March 31, 2024, our Company has employed around 104 employees at various levels of the Organization.

Department-wise breakup of our employees as on March 31, 2024:-

Department	No. of employees
Service Support	51
Sales & Marketing	28
Accounts	9
Production	6
Others (HR, Purchase, Stores, Driver etc.)	10
<b>Total</b>	<b>104</b>

#### Intellectual Property.

Sr No.	Image/Type	Nature	Application Date	Application Number and Trade Mark	Class	Present Status
1.		Trade Mark	April 01, 2016	Application No. 1478206 Trade Mark No. 3225697	2	Registered
2.	Certificate of Registration of Design-Cartridge For Inkjet Printer	Design	October 31, 2022	Design No. 373252-001	14-02	Registered
3.	Certificate of Registration of Design-Cartridge For Continuous Inkjet Printer	Design	June 22, 2022	Design No. 366557-001	14-02	Registered
4.	Patent registration	Patent	March 29, 2022	Patent No. 408712	-	Registered

#### Immovable Properties:

The following are the details of the immovable properties owned/ leased/ rented by our company.

Sr. No.	Usage	Address	Owned/Leased/Rent	Area
1	Registered Office	Part H Plinth, 4th Floor (Top Floor) Takshashila Square, Nr. Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat380028.	Owned	875 Sq.Ft.
2	Regional Office, Kolkata	P-165/B, Metropolitan Cooperative Housing Society Ltd,	Leased via Lease Agreement dated June 01, 2023 executed	798 Sq.Ft.

		Canal South Road, Kolkata - 700105, West Bengal	between Atindra Projects Private Limited and our Company from June 01, 2023 to May 31, 2026 at a rent of Rs. 25,000 p.m.	
3	Regional Office, Mumbai	Shop No. 101, 1st Floor, Infinity Business Park, B/h Pendharkar College, MIDC Phase -1, Dombivali East – 421203	Leased via Lease Agreement dated December 10, 2022 executed between Mr. Arun Mahadev Sawant (Owner of Vijay Enterprises) and our Company from November 01, 2022 to October 31, 2024 at a rent of Rs. 18,500 p.m.	650 Sq.Ft.
4	Regional Office, Hyderabad	H.No. 16-11-16/30/1/C, Sreepuram colony, Malakpet, Hyderabad – 500036	Rented via Rent Agreement dated January 01, 2024 executed between Gundavaram Venugopal Rao and our Company for a period of 11 months from January 01, 2024 to November 30, 2024 at a rent of ₹23,600/- p.m.	1200 Sq.Ft.
5	Guest House, Guwahati	Second Floor, House No. 717, Dhirenpara A.K dev Road, Near Fru, Guwahati-781025	Rented via tenancy Agreement dated December 21, 2023 executed between Mrs Usha Rani Deka and our Company for a period of 11 months at a rent of Rs. 12,000 p.m.	800 Sq.Ft.
6	Repair and testing facility	1/B, Jayhind Society, Nr. Rambag, Maninagar, Ahmedabad, Gujarat, 380008	Rented via Leave and License Agreement dated November 09, 2023 executed between Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya as “Licensor” and our Company for a period of 11 months and 29 days from November 01, 2023 at a rent of Rs. 1,00,000 p.m.	297 Sqm
7	Existing Manufacturing facility	69, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva Overbridge, Vatva, Ahmedabad - 382443	Owned	108.45 Sqm
8		Shed 68, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva Overbridge, Vatva, Ahmedabad -382443	No objection certificate dated 07-12-2023 executed between Amisha Pulin Vaidhya and us.	267.48 Sqm
9	Warehouse	Survey No 252, Kanera, Kheda, Gujarat, 387540	Owned	1463 Sqm
10	Proposed printer assembly unit	Survey No 333, Kanera, Kheda, Gujarat, 387540	Owned	4047 Sqm
11	Let out property	Survey No 331, Kanera, Kheda, Gujarat, 387540	Owned and given on rent to Fluid Tech Corp.	3642 Sqm

			(promoter group entity) through Leave and License Agreement dated November 01, 2023 for a period from November 01, 2023 to October 30, 2028 at a rent of Rs. 25,000 p.m.	
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**Insurance:**

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our significant insurance policies consist of, among others, Bharat Sookshma Udyam Suraksha for our manufacturing facility in respect of building, stock & plant & machinery, Employee Life Insurance, keyman insurance and vehicle insurance. Our insurance policies may not be sufficient to cover our economic loss. For further details, kindly refer the section on “*Risk Factors*” beginning on page 22 of this Red Herring Prospectus. Our insurance coverage may not adequately protect us against all material hazards, which may affect our business, results of operations and financial condition.

## **KEY INDUSTRIAL REGULATIONS AND POLICIES**

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the 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 statements produced 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 and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled "Government and Other Approvals" beginning on page 190 of this RHP. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of real estate developers for commercial purpose.

### **INDUSTRY SPECIFIC REGULATIONS**

#### **THE FACTORIES ACT, 1948**

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions.

#### **INDUSTRIAL (DEVELOPMENT AND REGULATION) ACT, 1951 (THE "INDUSTRIAL ACT")**

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

#### **IMPORTER-EXPORTER CODE**

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/ units/factories.

### **LAWS RELATING TO SPECIFIC STATE WHERE THE ESTABLISHMENT IS SITUATED**

#### **THE GUJARAT FACTORIES RULES, 1963**

The Gujarat Factories Rules, 1963 was enacted to regulate factories in the state of Gujarat and act as an aid to the Factories Act. The Rule lays down procedure for inspection of factories, registration, suspension and grant of license, health related guideline for factories, waste management and overall working of a factory situated in the state of Gujarat. The Rule further provides for procedure related to safety of workers including child labour and specifically lays down industry specific rules.

#### **GUJARAT INDUSTRIAL POLICY 2013**

The policy aims to make Gujarat as an attractive “Total Business Destination” expedites the overall country’s economic growth, thereby increasing the standard of living and prosperity among the people of Gujarat by giving them the opportunity for skilled employment and availability of nurtured enterprise. This policy of Gujarat is a framework than a detailed blueprint, aimed at defining the broad contours of the government’s mission towards augmenting the industrial development of the state. The projects are classified into four categories wherein less than ₹10 crores is termed as MSME. Further there was promotion of Cluster Development in State. Clusters are geographic concentrations of competing and collaborating firms that tend to speed up economic development in an area by improving competitiveness, developing synergies and introducing innovation especially in the MSME sector.

Being an industrialized state, Gujarat needs to have a strategy which can support industrialization through higher value addition. There is a provision for financial assistance proposed in the New Industrial Policy which is as follows:

- a) Assistance will be subject to preparation of a Comprehensive Development Plan for 5 years by the project cluster group
- b) Pecuniary assistance to nodal institutions/hiring of experts
- c) Clusters will be eligible for financial assistance as available under the Scheme of Critical Infrastructure.

The policy aims at enhancing competitiveness in MSME sector. The state has witnessed strong growth in the sector and envisages strengthening the sector and making it more technology driven. To motivate the entrepreneurs the Gujarat government will constitute separate awards for MSMEs. The use of Enterprise Resource Planning System (ERPS) will be encouraged in the sector.

### **GUJARAT STATE TAX ON PROFESSIONS, TRADES, CALLINGS AND EMPLOYMENT ACT, 1976**

The Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976 (commonly known as Profession Tax Act) came into force with the object of levying tax on professions, trades, callings and employments. It extends to the whole state of Gujarat.

### **GUJARAT SHOPS AND ESTABLISHMENT ACT, 2019**

The Gujarat Pradesh Shops and Establishments Act, 2019 and Rules, 2020 are applicable to all the shops and commercial establishments in the whole of the Gujarat State.

The Act is enacted for the purpose of protecting the rights of employees. The Act provides regulations of the payment of wages, terms of services, work hours, rest intervals, overtime work, opening and closing hours, closed days, holidays, leaves, maternity leave and benefits, work conditions, rules for employment of children, records maintenance, etc.

### **LABOUR RELATED LEGISLATIONS**

#### **THE APPRENTICES ACT, 1961**

The Apprentices Act 1961 is an Act of the Parliament of India to regulate the training of apprentices in industry and matters connected therewith and for other purposes. The main objective of the Apprentices Act 1961 is to provide for the regulation of the training of apprentices in industry and to ensure that proper standards of training, wages, and other conditions are maintained. The Act also provides for the establishment of Apprenticeship Councils, which are responsible for the regulation and enforcement of the Act.

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

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

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

The Payment of Gratuity Act, 1972 (“PG Act”) applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply). Gratuity is payable to the employee at the rate of 15 (fifteen) days’ wages for every completed year of service or part thereof in excess of 6 (six) months.



## **WORKMEN'S COMPENSATION ACT, 1923 ("WCA")**

Workmen's Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

## **MATERNITY BENEFIT ACT, 1961**

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

## **MINIMUM WAGES ACT, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

## **CONTRACT LABOUR (REGULATION AND ABOLITION) ACT, 1970, AS AMENDED (THE "CLRA ACT")**

The Contract Labour (Regulation and Abolition) Act, of 1970 (the "CLRA Act") requires a company to be registered as a principal employer and prescribes certain obligations with respect to the welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to the establishment of canteens, restrooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

## **EMPLOYEES' STATE INSURANCE ACT, 1948**

It Employees' State Insurance Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

## **EMPLOYEES' PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 ("EPF ACT")**

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

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

The Payment of Wages Act, 1936 as amended (the Payment of Wages Act) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than Rs. 6,500 per month.

### **INDUSTRIAL DISPUTES ACT, 1947**

The Industrial Disputes Act, 1947 (Industrial Disputes Act) provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

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

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

### **APPRENTICES ACT, 1961**

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

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

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

### **EMPLOYEES DEPOSIT LINKED INSURANCE SCHEME, 1976**

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **THE EMPLOYEES' PENSION SCHEME, 1995**

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

#### **INDUSTRIAL EMPLOYMENT STANDING ORDERS ACT, 1946**

The Industrial Employment Standing Orders Act, 1946 aims to provide for the fixation of minimum rates of wages, hours of work, holidays with pay and leave with pay in factories, workshops and other establishments or undertakings which employ ten or more workers.

It also provides for the regulation of facilities like medical aid and welfare schemes to be extended by employers to their employees. It was enacted to monitor and regulate the terms and conditions of industrial employment in India. It made provisions for the security of employment and payment of wages by cash or through cheque etc. The Act also provides for machinery for adjudicating disputes regarding violation of such terms and conditions. A Standing Order is a document setting out terms and conditions of employment for workers in an industry.

#### **CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

#### **TRADE UNION ACT, 1926 AND TRADE UNION (AMENDMENT) ACT, 2001**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

#### **TAX RELATED LEGISLATIONS**

##### **INCOME TAX ACT, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

##### **GOODS AND SERVICE TAX (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

## **FDI POLICY**

### **FOREIGN TRADE (DEVELOPMENT AND REGULATION) ACT, 1992**

Foreign Trade Act empowers the Government of India to, among other things, (a) make provisions for development and regulation of foreign trade; (b) prohibit, restrict or otherwise regulate exports and imports; (c) formulate an EXIM policy; and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating EXIM policy and implementing the same. Every importer and exporter is required to obtain an 'Importer Exporter Code' from the Director General of Foreign Trade or from any other duly authorized officer.

### **FOREIGN TRADE POLICY**

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP.

### **FOREIGN EXCHANGE MANAGEMENT ACT, 1999 ("FEMA") AND REGULATIONS FRAMED THEREUNDER.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations"), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

## **GENERAL STATUTORY LEGISLATIONS**

### **MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 AND INDUSTRIES (DEVELOPMENT AND REGULATION) ACT, 1951**

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 ("MSMED Act") inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as:

a micro enterprise, where the investment in plant and machinery does not exceed ₹ 25,00,000/- (Rupees Twenty- Five Lakhs Only);  
a small enterprise, where the investment in plant and machinery is more than ₹ 25,00,000/- (Rupees Twenty -Five Lakh Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only); or  
a medium enterprise, where the investment in plant and machinery is more than ₹ 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹ 10,00,00,000/- (Rupees Ten Crores Only).

In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as:

a micro enterprise, where the investment in equipment does not exceed ₹ 10,00,000/- (Rupees Ten Lakhs Only); (i)  
a small enterprise, where the investment in equipment is more than ₹ 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹ 2,00,00,000/- (Rupees Two Crores Only); or (ii) a medium enterprise, where the investment in equipment is more than ₹ 2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only).

The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

### **COMPANIES ACT, 2013 ("COMPANIES ACT")**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29<sup>th</sup> August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post

incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

### **COMPETITION ACT, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **INDIAN CONTRACT ACT, 1872**

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **SPECIFIC RELIEF ACT, 1963**

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **SALE OF GOODS ACT, 1930**

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

### **PUBLIC LIABILITY INSURANCE ACT, 1991 (“PLI ACT”)**

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner shall contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

### **CONSUMER PROTECTION ACT, 2019 (“CONSUMER PROTECTION ACT”) AND RULES MADE THEREUNDER**

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions

through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released amendments to the E-Commerce Rules for public comments. The aforesaid amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

### **CODE OF CIVIL PROCEDURE, 1908**

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

### **CODE OF CRIMINAL PROCEDURE CODE, 1973**

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1<sup>st</sup> April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty.

Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

### **ARBITRATION & CONCILIATION ACT, 1996**

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### **NEGOTIABLE INSTRUMENTS ACT, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### **INDIAN STAMP ACT, 1899**

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. 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 and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **THE ENERGY CONSERVATION (AMENDMENT) ACT, 2022**

The Energy Conservation Act, 2001 was enacted to provide for efficient use of energy, its conservation and for matters connected therewith and/ or incidental thereto. The amended Act provides for regulation of energy consumption by equipment, appliances, vehicles, vessels, industrial units, buildings or establishments that consume, generate, transmit or supply energy. With special focus on promotion of new and renewable energy and the National Green Hydrogen Mission, the amendment seeks to (i) facilitate the achievement of “Panchamrit” — the five nectar elements presented by India in COP-26 (Conference of Parties -26) in Glasgow 2021.

In addition to facilitating the achievement of ‘Panchamrit’, the amended Act aims to promote renewable energy and develop the domestic carbon market to combat climate change and introduce new concepts such as carbon trading and mandate the use of non-fossil sources to ensure faster decarbonisation and help achieve sustainable development goals in line with the Paris Agreement and various other actions related to climate change.

### **INTELLECTUAL PROPERTY RELATED LEGISLATIONS**

In general, the Intellectual Property Rights include but are not limited to the following enactments:

- i. Trademarks Act, 1999
- ii. Indian Copyright Act, 1957
- iii. The Patents Act, 1970
- iv. Design Act, 2000

#### **TRADE MARKS ACT, 1999 (“TRADE MARKS ACT”)**

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

#### **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, and 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.

#### **THE PATENTS ACT, 1970 (“PATENTS ACT”)**



The Patents Act governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights and recognizes both product as well as process patents. The Patents Act provides for, inter alia, the following:

- patent protection period of 20 years from the date of filing the patent application;
- recognition of product patents in respect of food, medicine and drugs;
- import of patented products will not be considered as an infringement; and
- under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

#### **THE DESIGN ACT, 2000**

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined which in the finished article appeal to and is judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

#### **OTHER LAWS**

##### **MUNICIPALITY LAWS**

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

##### **POLICE LAWS**

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company

Our Company was originally incorporated as a private limited Company under the name of “Aztec Fluids & Machinery Private Limited” on April 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli bearing registration number as 060446. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on November 08, 2023 and the name of the Company was changed from “Aztec Fluids & Machinery Private Limited” to “Aztec Fluids & Machinery Limited” vide fresh certificate of incorporation dated November 24, 2023, issued by the Registrar of Companies, Ahmedabad. The Corporate identification number of our Company is U24100GJ2010PLC060446.

Pulin Kumudchandra Vaiya, Amisha Pulin Vaidhya, Tania Bhatia and Shlok Bhatia were the initial subscribers to the Memorandum of Association of our Company.

### Address of the Registered Office and Factory Unit

<b>Registered Office &amp; Manufacturing Unit</b>	Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.
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### Changes in Registered Office of the Company

Except as disclosed below, there has been no change in our Registered Office since incorporation.

Effective date	From	To	Reason for change
February 27, 2019	1/B, Jaihind Society, Rambaug, Maninagar, Ahmedabad, Gujarat- 380028	Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.	Administrative Convenience

### Main Objects of Memorandum of Association

The main objects of our Company as contained in our Clause III(A) of Memorandum of Association of our Company are as follows:

To Carry on business as manufacturer formulator, processor, producer, refiner, fermentators, distillers, refiners, stockiest, trader, importer, exporter or otherwise deal as principals or agent in chemicals, (both organic and inorganic) alkalies, acids, gases, salts, petrochemicals, electro-chemicals, synthetic chemicals, essence compound pesticides insecticides, Tannin, explosives, light and heavy chemical extracts, fertilizers, pesticides and insecticides, solvent, dyestuffs, dyes, pigment, colours, resins, bio and colloidal chemical mainly used in fluids form or of any nature used or capable of being used mainly in printing machine, and printing press and the material used in this industry, business and their related preparation articles of any mixture derivatives and all of their by products and compounds and their related preparation articles and product thereof both in India and outside India.

And to carry on in India or elsewhere, the business of production, manufacturing, developing, importing, exporting, trading, stocking agent, broking, supplying, distributing, providing exchanging, Job working, collaborating or otherwise acting as a trader in all type of plant and machineries capable of being used in any industry whether, chemical, cement, textiles, papers, steel, pharmaceuticals, chemicals polymers, particularly in printing industry and printing presses or any other industry to provide related repairing, maintenance and allied services on job and contract basis and also to develop all other related technology of the chemicals processing and plant & machinery.

### Amendments to the 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	Amendments
April 18, 2022	EGM	Increase in the authorized share capital of the Company from ₹1.00 Lakhs divided into 10,000 Equity Shares of ₹ 10/- each to ₹2.00 Crore divided into 20,00,000 Equity Shares of ₹10/- each
September 04, 2023	EGM	To amend the Memorandum of Association (MoA) of the Company by way of adopting new set of Memorandum of Association in line with the provisions of the Companies Act, 2013
September 04, 2023	EGM	Increase in the authorized share capital of the Company from ₹2.00 Crore divided into 20,00,000 Equity Shares of ₹10/- each to ₹1,400.00 Lakhs

November 08, 2023	EGM	Change in the Memorandum and Article of Association of the Company due to the conversion of the Company from private limited to limited.
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### Major events and milestones of our Company

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

Year/ F.Y.	Key Events/ Milestone/ Achievements
2010	Incorporation of our Company as “Aztec Fluids & Machinery Private Limited” under the Companies Act, 1956.
2013	Started to import and sell Leadtech printers in the Indian Market.
2015	Entered with an Exclusive Distributor agreement with Lead tech (China) to sell their products
2016	Purchased office at Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.
2022-23	Sold more than 950 printers
2022-23	Crossed turnover above ₹ 50 crores

### Our holding Company

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

### Subsidiaries, Associates, and Joint Ventures

As on the date of this Red Herring Prospectus, our Company does not have any Subsidiaries or associates or joint ventures.

### Strategic or Financial Partnerships

As on the date of this Red Herring Prospectus, our Company does not have any strategic or financial partnerships.

### Time and Cost Overruns in Setting up Projects

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

### 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 91, 178 and 70 respectively of this Red Herring 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 118 and 54 of the Red Herring Prospectus respectively.

### 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 Red Herring Prospectus.

### Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.

Our Company is in process of acquisition of 100% equity shares of Jet Inks Private Limited. For further details, please refer to Chapter titled “Objects of the Issue” on page 63 of this RHP. Further, our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

### Revaluation of assets in the last 10 years

Our Company has not revalued its assets in the 10 years preceding the date of this Red Herring 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 Red Herring Prospectus.

**Agreement with key managerial personnel or Directors or Promoter or any other employee of the Company**

There are no agreements entered into by key managerial personnel or Directors or Promoter 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.

**Other Material Agreements**

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.

**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 Red Herring Prospectus:

<b>Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN</b>	<b>Other directorships/LLPs</b>
<p><b>Pulin Kumudchandra Vaidhya</b></p> <p><b>Designation:</b> Chairman &amp; Managing Director</p> <p><b>Age:</b> 45 years</p> <p><b>Date of Birth:</b> November 26, 1978</p> <p><b>Address:</b> 17, Bhuleshwar Society, Nr. Ram Krishna Ashram, Maninagar East, Ahmedabad-380008 Gujarat.</p> <p><b>Experience:</b> 25 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Diploma in Electrical Engineering and Diploma in Business Management</p> <p><b>Current Term:</b> For a period of three years with effect from November 25, 2023 liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>DIN:</b> 03012651</p>	<p><b>Companies:</b></p> <p>1. Jet Inks Private Limited</p>
<p><b>Amisha Pulin Vaidhya</b></p> <p><b>Designation:</b> Whole-time Director</p> <p><b>Age:</b> 45 years</p> <p><b>Date of Birth:</b> April 29, 1978</p> <p><b>Address:</b> 17, Bhuleshwar Society, Nr Ram Krishna Ashram, Khokhra, Maninagar, Ahmedabad-380008, Gujarat.</p> <p><b>Experience:</b> 14 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Masters of Commerce</p> <p><b>Current Term:</b> For a period of three years with effect from November 25, 2023; liable to retire by rotation</p> <p><b>Period of Directorship:</b> Originally appointed on May 25, 2010 and later on Re-appointed as Whole Time Director w.e.f. November 25, 2023</p> <p><b>DIN:</b> 03077466</p>	<p><b>Companies:</b> Nil</p>
<p><b>Kumudchandra Bhagwandas Vaidya</b></p> <p><b>Designation:</b> Non-Executive Director</p>	<p><b>Companies:</b> Nil</p>

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships/LLPs
<p><b>Age:</b> 69 years</p> <p><b>Date of Birth:</b> December 11, 1954</p> <p><b>Address:</b> 17, Bhuleshwar Society, Nr Ram Krishna Ashram, Maninagar East, Maninagar Ahmadabad-380008, Gujarat.</p> <p><b>Experience:</b> 40 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualifications:</b> Bachelor of Commerce (B. Com)</p> <p><b>Current Term:</b> Appointed with effect from November 06<sup>th</sup>, 2023 as Additional Director and regularized with effect from November 08<sup>th</sup> 2023 as Director, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Originally appointed on November 06<sup>th</sup> 2023 as Additional Director, and later Regularized as Non-Executive Director w.e.f. November 08, 2023</p> <p><b>DIN:</b> 10382278</p>	
<p><b>Ashish Anantray Shah</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 51 years</p> <p><b>Date of Birth:</b> December 03, 1972</p> <p><b>Address:</b> 1001/ 10<sup>th</sup> Floor, Manor Greenz, Nr Ellisbridge, Gymkhana, Ellisbridge, Ahmedabad-380006, Gujrat.</p> <p><b>Experience:</b> 27 years</p> <p><b>Occupation:</b> Professional</p> <p><b>Qualification:</b> Company Secretary</p> <p><b>Current Term:</b> Appointed for a term upto 5 years commencing from December 15, 2023</p> <p><b>Period of Directorship:</b> Originally appointed as Additional Independent Director w.e.f December 15, 2023 and regularized as Independent Director w.e.f January 06, 2024.</p> <p><b>DIN:</b> 01264668</p>	<ol style="list-style-type: none"> <li>1. Texcoms Machinery Private Limited</li> <li>2. Duke Corporate Education India Private Limited</li> <li>3. Sunset Consultants LLP</li> <li>4. Reagens India Polymer Additives Private Limited</li> </ol>
<p><b>Milan Desai</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 50 years</p> <p><b>Date of Birth:</b> July 31, 1973.</p> <p><b>Address:</b> 8 Jivan Vihar Society, Near Ram Krushna School, Khokhra, Maninagar, Ahmedabad-380008, Gujrat.</p> <p><b>Experience:</b> 28 years</p> <p><b>Occupation:</b> Employment</p>	<p><b>Companies:</b> Nil</p>

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships/LLPs
<p><b>Qualification:</b> Bachelor of Engineering</p> <p><b>Current Term:</b> For a period of 5 years with effect from December 15, 2023 ; not liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since December 15, 2023</p> <p><b>DIN:</b> 10416277</p>	

#### **Brief Profile of Directors:**

1. **Pulin Kumudchandra Vaidhya** is the Chairman & Managing Director of our Company. He has been on the Board since incorporation. He is a visionary entrepreneur and has played a pivotal role in setting up and expanding business operations of our Company. He has total work experience of over 25 years of which around 22 years of experience is in the printer & ink industry. He has completed his Diploma in Business Management from Welingkar Institute of Management Development and Research, Mumbai, and also completed his Diploma in Electrical Engineering from Technical Examination Board, Gujrat in the year 1999. He currently looks after the overall management of the Company. Under his guidance, our Company has witnessed continuous growth.
2. **Amisha Pulin Vaidhya** is the Whole-time Director of our Company. She has been on the Board since 2010. She has completed her Master of Commerce from Gujrat University in 2009. She has an experience of around 14 years in the printer & ink industry. She is currently looking after the HR, Admin and sales and marketing function of our Company.
3. **Kumudchandra Bhagwandas Vaidya** is the Non-Executive Director of our Company. He has an experience of around 40 years in the various fields. He has completed his Bachelor of Commerce from Gujarat University in year 1977.
4. **Ashish Anantray Shah** is the Independent Director of our Company. He has a work experience of around 27 years in Corporate Laws and Financial Management. He is a qualified member of Institute of Company Secretaries of India and is working as a practicing Company Secretary.
5. **Milan Desai** is the Independent Director of our Company. He has a work experience of around 28 years in the field of sales and marketing. He is currently serving the role of Vice President in Phoenix Contact India Pvt. Ltd. He has completed his Batchlor of Engineering from North Maharashtra University, Jalgaon.

#### **Confirmations:**

As on the date of this Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) 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.
- c) None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- d) None of our Directors is declared as 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 January 06, 2024 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 have 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 ₹ 150.00 Crore.

**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:**

**1. Pulin Kumudchandra Vaidhya, Chairman & Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on November 25, 2023 and November 28, 2023 respectively, Pulin Kumudchandra Vaidhya was appointed as Chairman & Managing Director for a period of three years with effect from November 25, 2023 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 240 lakhs p.a.

**2. Amisha Pulin Vaidhya: Whole-time Director**

Pursuant to the resolutions passed by our Board and our Shareholders on November 25, 2023 and November 28, 2023 respectively, Amisha Pulin Vaidhya was appointed as Whole-time Director for a period of three years with effect from November 25, 2023 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 240 lakhs p.a.

**Payments or benefits to Directors:**

**The remuneration paid to our Directors in Fiscal 2023 is as follows:**

Name of Director	Remuneration paid in F.Y. 2022-23 (₹ in lakhs)
Pulin Kumudchandra Vaidhya	75.00
Amisha Pulin Vaidhya	54.00

**Bonus or Profit Sharing Plan for our Directors:**

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

**Sitting Fees:**

Our Board of Directors have resolved in their meeting dated December 15, 2023 for payment of sitting fees to Directors (including independent directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹ 1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such director.

**Shareholding of our Directors as on the date of this Red Herring Prospectus:**

Sr. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-issue)
1.	Pulin Kumudchandra Vaidhya	74,99,700	75.00%
2.	Amisha Pulin Vaidhya	24,99,800	25.00%
3.	Kumudchandra Bhagwandas Vaidya	100	Negligible

Sr. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-issue)
	<b>Total</b>	<b>99,99,600</b>	<b>100.00%</b>

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

We do not have any 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 118 of this Red Herring 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”** on page 175 of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Red Herring 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.

### Interest of Directors in the property of Our Company:

Except as disclosed below, our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of filing the Red Herring Prospectus with RoC:-

Sr. No.	Usage	Address	Nature of Interest
1.	Repair and testing facility	1/B, Jayhind Society, Rambag, Maninagar, Ahmedabad-380008 Gujarat.	Rented via Leave and License Agreement dated November 09, 2023 executed between Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya as “Licensor” and our Company for a period of 11 months and 29 days from November 01, 2023 at a rent of Rs. 1,00,000 p.m.
2.	Manufacturing unit	Shed 68, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva crossing, Vatva, Ahmedabad - 382443.	No objection certificate dated 07-12-2023 issued by Amisha Pulin Vaidhya.

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 118 and 166 respectively of this Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

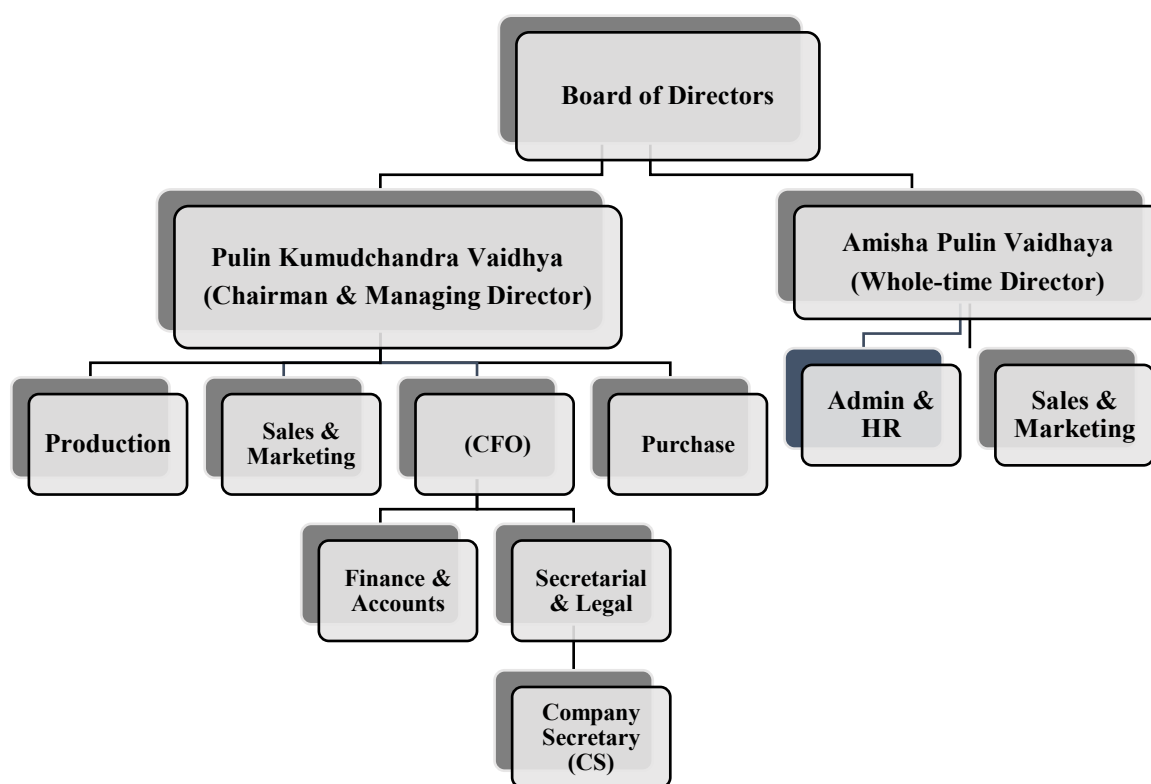
### Changes in Board of Directors in Last 3 Years:

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Pulin Kumudchandra Vaidhya	Change in the designation from Director to Managing Director	November 25, 2023	To ensure better Corporate Governance and compliance with
Amisha Pulin Vaidhya	Change in the designation from Director to Whole Time Director	November 25, 2023	

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Kumudchandra Bhagwandas Vaidya	Appointed as Additional Director.	November 06, 2023	Companies Act, 2013.
Kumudchandra Bhagwandas Vaidya	Regularized as Non-Executive Director	November 08, 2023	
Ashish Anantray Shah	Appointed as Additional Independent Director	December 15, 2023	
Ashish Anantray Shah	Appointed as Independent Director	January 06, 2023	
Milan Desai	Appointed as Additional Independent Director	December 15, 2023	
Milan Desai	Appointed as Independent Director	January 06, 2023	

## 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 BSE (BSE SME). 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 & Remuneration Committee and Corporate Social Responsibility Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 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 formed an Audit Committee, vide Board Resolution dated December 15, 2023 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Ashish Anantray Shah	Chairman	Independent Director
Milan Desai	Member	Independent Director
Pulin Vaidhya	Member	Managing Director

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

#### A. Tenure of the committee:

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 four months 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. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

#### C. Power of the Committee:

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

#### D. Role of the Committee:

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

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to the statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the audit report.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with internal auditors on any significant findings and follow up thereon;
- 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;
- Discussing 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;
- Looking 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;
- Reviewing the functioning of the whistle blower mechanism;
- Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

- Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## 2. Stakeholders Relationship Committee

Our Company has formed an Stakeholders Relationship Committee vide Board Resolution dated December 15, 2023 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Milan Desai	Chairman	Independent Director
Ashish Anantray Shah	Member	Independent Director
Pulin Vaidhya	Member	Managing Director

The scope and function of the Committee and its terms of reference shall include the following:

### i. Tenure of the committee:

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.

### ii. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once a year 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 Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

### iii. Terms of Reference:

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;
5. 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;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
8. 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;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
10. 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;
11. 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
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

### 3. Nomination and Remuneration Committee

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated December 15, 2023 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Ashish Anantray Shah	Chairman	Independent Director
Milan Desai	Member	Independent Director
Kumudchandra Bhagwandas Vaidya	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

#### A. Tenure of the committee:

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 of the committee:

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.



### C. Role of Terms of Reference:

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

## 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	Remuneration paid for F.Y. ended 2022-23 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
<b>Pulin Kumudchandra Vaidhya</b> <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification:</b> Diploma in and Electrical Engineering and Diploma in Business Management <b>Term of office:</b> For a period of three years with effect from November 25, 2023; liable to retire by rotation	45	2010	75.00	25	Nil
<b>Amisha Pulin Vaidhya</b> <b>Designation:</b> Whole-time Director <b>Educational Qualification:</b> M. Com <b>Term of office:</b> For a period of three years with effect from November 25, 2023; liable to retire by rotation	45	2010	54.00	14	Nil
<b>Harsh Tejeenath Rawal</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> M. Com	35	2023	-	14	Construction Company
<b>Rekha Vishal Jhanwar</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification:</b> Company Secretary	33	2023	Nil	7	Steel Company

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Pulin Kumudchandra Vaidhya** - Please refer to section “**Brief Profile of our Directors**” beginning on page 120 of this Red Herring Prospectus for details.

**Amisha Pulin Vaidhya** - Please refer to section “**Brief Profile of our Directors**” beginning on page 113 of this Red Herring Prospectus for details.

**Harsh Tejeenath Rawal** is the Chief Financial Officer of our Company. He has completed his Master of Commerce from Gujrat University in 2017. He has over 14 years of experience in Accounts, Finance, taxation matters and audits. He has been appointed as Chief Financial Officer of our Company with effect from November 25, 2023. He is currently responsible for handling the accounts, finance, taxation and legal matters of the Company.

**Rekha Vishal Jhanwar** is the Company Secretary and Compliance officer of our Company. She is the member of Institute of Company Secretaries of India since 2015. She has an experience of over 7 years in the secretarial matters. She looks after the overall corporate governance and secretarial matters of our Company. She has been appointed as Company Secretary and Compliance Officer of our Company with effect from December 15, 2023.

### 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 Pulin Kumudchandra Vaidhya and Amisha Pulin Vaidhya 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 six months period ended September 2023.

- e. 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.
- f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Red Herring Prospectus except:

Sr. No.	Name of the KMP's	No. of Shares held
1	Pulin Kumudchandra Vaidhya	74,99,700
2	Amisha Pulin Vaidhya	24,99,800
	<b>Total</b>	<b>99,99,500</b>

- h. Presently, we do not have ESOP/ ESPS scheme for our employees.
- i. 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/ KMP's
1.	Pulin Kumudchandra Vaidhya	Husband of Amisha Pulin Vaidhya and Son of Kumudchandra Bhagwandas Vaidya
2.	Amisha Pulin Vaidhya	Wife of Pulin Kumudchandra Vaidhya
3.	Kumudchandra Bhagwandas Vaidya	Father of Pulin Kumudchandra Vaidhya

#### Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Red Herring 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:

Name	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Pulin Kumudchandra Vaidhya	Re-designated as Managing Director and Chairman	November 25, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
Amisha Pulin Vaidhya	Re-designated as Whole-time Director	November 25, 2023	
Harsh Tejeenath Rawal	Appointed as Chief Financial Officer	November 25, 2023	
Rekha Vishal Jhanwar	Appointed as Company Secretary & Compliance Officer	December 15, 2023	

#### 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 personal are interested in our Company. For details, please refer section titled "*Financial information of the Company – Note Z- Related Party Disclosures*" beginning on page 166 of this Red Herring Prospectus.

### Interest of Directors and KMP's in the property of Our Company:

Except as disclosed below, our directors and KMP's do not have any interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of filing the Red Herring Prospectus with RoC:-

Sr. No.	Usage	Address	Nature of Interest
1.	Repair and testing facility	1/B, Jayhind Society, Rambag, Maninagar, Ahmedabad-380008 Gujarat.	Rented via Leave and License Agreement dated November 09, 2023 executed between Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya as "Licensor" and our Company for a period of 11 months and 29 days from November 01, 2023 at a rent of Rs. 1,00,000 p.m.
2.	Manufacturing unit	Shed 68, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva crossing, Vatva, Ahmedabad -382443.	No objection certificate dated 07-12-2023 issued by Amisha Pulin Vaidhya.

### 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 Disclosures" page 166 of this Red Herring Prospectus.

### ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ ESPS Scheme for our employees.



## OUR PROMOTERS & PROMOTER GROUP


### Our Promoters:

The promoters of our Company are Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya.

As on date of this Red Herring Prospectus, the Promoters, in aggregate, hold 99,99,500 Equity shares of our Company, representing 100.00% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoter's shareholding in our Company, see "*Capital Structure-Capital Build-up in respect of Shareholding of our Promoters*", on page 54 of this Red Herring Prospectus.

### Details of our Promoters:

	<b>Pulin Kumudchandra Vaidhya –Chairman &amp; Managing Director</b>	
	<b>Qualification</b>	Diploma in and Electrical Engineering and Diploma in Business Management
	<b>Age</b>	45 years
	<b>Date of Birth</b>	November 26, 1978
	<b>Address</b>	17, Bhuleshwar Society, Nr. Ram Krishna Ashram, Maninagar East, Ahmedabad-380008 Gujarat
	<b>Experience</b>	25 years
	<b>Occupation</b>	Business
	<b>PAN</b>	ADSPV5649P
	<b>No. of Equity Shares &amp;% of Shareholding (Pre-Issue)</b>	74,99,700 Equity Shares aggregating to 75% of Pre-Issue Paid up Share Capital
	<b>Other Ventures</b>	<p><b>Directorship in other Companies:</b></p> <p>1. Jet Inks Private Limited</p> <p><b>Partnership Firm:</b></p> <p>1. Fluidtech Corp</p> <p><b>HUF:</b></p> <p>1. Pulin K Vaidhya HUF</p>
	<b>Amisha Pulin Vaidhya– Whole Time Director</b>	
	<b>Qualification</b>	Masters of Commerce
	<b>Age</b>	45 years
	<b>Date of Birth</b>	April 29, 1978
	<b>Address</b>	17, Bhuleshwar Society, Nr Ram Krishna Ashram, Khokhra, Maninagar, Ahmedabad-380008, Gujarat
	<b>Experience</b>	13 years
	<b>Occupation</b>	Business
	<b>PAN</b>	AKFPV5714K
	<b>No. of Equity Shares &amp;% of Shareholding (Pre-Issue)</b>	24,99,800 Equity Shares aggregating to 25% of Pre-Issue Paid up Share Capital
	<b>Other Ventures</b>	<p><b>Partnership Firm:</b></p> <p>1. Fluidtech Corp</p> <p><b>HUF:</b></p> <p>1. Pulin K Vaidhya HUF (Member)</p>
	<b>Kumudchandra Bhagwandas Vaidya – Non Executive Director</b>	
	<b>Qualification</b>	Bachelor of Commerce
	<b>Age</b>	69 years

	<b>Date of Birth</b>	December 11, 1954
	<b>Address</b>	17, Bhuleshwar Society, Nr Ram Krishna Ashram, Maninagar East, Ahmedabad-380008, Gujarat.
	<b>Experience</b>	46 years
	<b>Occupation</b>	Business
	<b>PAN</b>	AEUPV5235N
	<b>No. of Equity Shares &amp;% of Shareholding (Pre-Issue)</b>	100 Equity Shares aggregating to 0.001% of Pre-Issue Paid up Share Capital
	<b>Other Ventures</b>	Nil

For brief biography of our Promoters, please refer to Chapter titled **“Our Management”** beginning on page 118 of this Red Herring Prospectus.

### **Confirmations/ Declarations:**

In relation to our individual Promoters, our Company confirms that the PAN, bank account number, passport number, aadhaar card number and driving license number shall be submitted to BSE at the time of filing of this Red Herring Prospectus. And, in relation to our corporate promoter, our Company confirms that the PAN, bank account number and the company registration numbers and addresses of the registrar of companies where our Corporate Promoters are registered shall be submitted to BSE at the time of filing of this Red Herring Prospectus.

### **Undertaking/ Confirmations:**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred 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
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled **“Outstanding Litigations and Material Developments”** beginning on page 187 of this Red Herring Prospectus.
- None of our Promoters, person in control of our Company are 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.

### **Interest of our Promoters:**

#### ***i) 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 him and his relatives. As on the date of this Red Herring Prospectus, our Promoters, Pulin Kumudchandra Vaidhya and Amisha Pulin Vaidhya and Kumudchandra Bhagwandas Vaidya collectively holds 99,99,600 Equity Shares in our Company i.e., 100% 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 the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to **Note Z – “Related Party Transactions”** beginning on page 166 of this Red Herring Prospectus.

For details regarding the shareholding of our Promoter in our Company, please see **“Capital Structure”** on page 53 of this Red Herring Prospectus.

**ii) Interest in the property of Our Company:**

Except as disclosed below, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of this Red Herring Prospectus:

Sr. No.	Usage	Address	Nature of Interest
1.	Repair and testing facility	1/B, Jayhind Society, Rambag, Maninagar, Ahmedabad-380008 Gujarat.	Rented via Leave and License Agreement dated November 09, 2023 executed between Pulin Kumudchandra Vaidhya, Amisha Pulin Vaidhya as “Licensor” and our Company for a period of 11 months and 29 days from November 01, 2023 at a rent of Rs. 1,00,000 p.m.
2.	Manufacturing unit	Shed 68, Sarjan Industrial Park, Ambika tube mill compound, Nr. Vatva crossing, Vatva, Ahmedabad -382443.	No objection certificate dated 07-12-2023 issued by Amisha Pulin Vaidhya.

**iii) In transactions for acquisition of land, construction of building and supply of machinery:**

Except as mentioned in point (ii) above, none of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

**iv) Other Interests in our Company:**

For transactions in respect of loans and other monetary transactions entered in past please refer **Note Z -“Related Party Transactions”** on page 166 forming part of **“Financial Information of the Company”** of this Red Herring Prospectus.

Further, our promoter 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 175 and 130 respectively of this Red Herring Prospectus.

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoters and Promoter Group, please refer to the paragraph **“Compensation of our Chairman”** in the chapter titled **“Our Management”** beginning on page 118 also refer **Note Z- “Related Party Transactions”** on page 166 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoters”** in chapter titled **“Our Promoter and Promoter Group”** on page 132 of this Red Herring 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 Red Herring Prospectus:

**Other ventures of our Promoters**

Save and except as disclosed in this section titled **“Our Promoters & Promoter Group”** beginning on page 132 of this Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

**Litigation details pertaining to our Promoters**

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 187 of this Red Herring Prospectus.

**Experience of Promoters in the line of business**



Our Promoters, Pulin Kumudchandra Vaidhya and Amisha Pulin Vaidhya has an overall experience of around 25 years and 13 years in the industry. 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 Transactions*” on page 166 of this Red Herring Prospectus.

Except as stated in “*Note Z - Related Party Transactions*” beginning on page 166 of this Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

### **OUR PROMOTER GROUP:**

In addition to the Promoters, the following individual and entities are part of our Promoter Group:

#### **1. Natural Persons who are part of the Promoter Group**

In addition to the Promoters, the following individual and entities 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 Promoters	Name of the Relatives		
	Pulin Kumudchandra Vaidhya	Amisha Pulin Vaidhya	Kumudchandra Bhagwandas Vaidya
Father	Kumudchandra B Vaidya	Jayeshbhai R Vakani	Late: Bhagwantdas Sankalchand Vaidhya
Mother	Rekhaben Kumud Vaidya	Chandrabhaga Jayeshbhai Vakani	Late: Kamalben Bhagwandas Vaidhya
Spouse	Amisha Pulin Vaidhya	Pulin Kumudchandra Vaidhya	Rekhaben Kumud Vaidya
Brother	-	Siddharthbhai J Vakani	Himanshu Bhagwandas Vaidhya
		Kunal J Vakani	Sharad Bhagwandas Vaidhya
			Late Kamlesh B. Vaidhya
Sister	Bhumika K Vaidya	Amreliya Kirtiben Purshottambhai	
		Purvi A. Solanki	
		Riddhi Nimesh Shah	
Son	-	-	Pulin Kumudchandra Vaidhya
Daughter	Diya Pulin Vaidhya	Diya Pulin Vaidhya	Bhumika K Vaidya
	Zinnia Pulin Vaidhya	Zinnia Pulin Vaidhya	
Spouse’s Father	Jayeshbhai R Vakani	Kumudchandra B Vaidya	Himatlal Laljibhai Langhnojya
Spouse’s Mother	Chandrabhaga Jayeshbhai Vakani	Rekhaben Kumud Vaidya	Lalitaben Himatlal Langhnojya
Spouse’s Brother	Siddharthbhai J Vakani	-	Vijay Himatlal Langhnojya
	Kunal J Vakani		Anil Himatlal Langhnojya
Spouse’s Sister	Amreliya Kirtiben Purshottambhai	Bhumika K Vaidya	Mina Sharad Vaidya
	Purvi A. Solanki		
	Riddhi Nimesh Shah		

#### **2. Corporate Entities or Firms forming part of the Promoter Group**

Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities forms part of our Promoter Group:

S.N.	Relationship	Name of 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	-
2	Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	-
3	Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 20% of the total	<b>Partnership Firm</b> 1. Fluidtech Corp  <b>HUF:</b> 1. Pulin K Vaidhya HUF

### 3. Other Persons included in Promoter Group:

None of other persons 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 declared the dividend on the Equity Shares in the period ended March 31, 2023 and March 31, 2022 to the date of the filing of this Red Herring Prospectus. 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. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company.

Details of dividend paid in last 3 financial years:-

Fiscal year	Type of dividend	Dividend paid
2020-21	-	-
2021-22	Final dividend on equity shares	Rs. 300.00 per share (3000% of face value)
2022-23	Interim dividend on equity shares	Rs. 0.75 per share (75% of face value)
	Final dividend on equity shares	Rs. 0.75 per share (75% of face value)

**SECTION – VI – FINANCIAL INFORMATION OF THE COMPANY  
RESTATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR’S REPORT ON RESTATED FINANCIAL STATEMENT**

To,  
The Board of Directors,  
**AZTEC FLUIDS & MACHINERY LIMITED**  
(CIN: U24100GJ2010PLC060446)

Dear Sir,

1. We have examined the attached Restated Financial Statements of Aztec Fluids and Machinery Limited, comprising the Restated Statement of Assets and Liabilities as at 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the years/period ended 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021 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 17th April, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (“Draft Offer Document/Offer Document”) 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 Offer Document/Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Ahmedabad 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 Companies Act, (ICDR) Regulations and the Guidance Note.
3. We, K A R M A & CO. LLP, 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 15<sup>th</sup> July, 2021 valid till 31<sup>st</sup> July, 2024. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.
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 19<sup>th</sup> March, 2024 in connection with the proposed IPO of the Company;
  - b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the period ended 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021 which has been

approved by the Board of Directors. The Audit of financial statements of the Company for the year ended 31 December, 2023 was conducted by us and year ended 31 March, 2023, 31 March, 2022 and 31 March, 2021 was conducted by M/s. Rachin M Shah & Associates. Accordingly, reliance has been placed on the financial information examined by them for the said years. The financial report included 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021.

6. For the purpose of our examination, we have relied on:
  - a) Auditors' reports dated 17th April, 2024 issued by us for the period ended 31 December, 2023, and dated 09<sup>th</sup> September, 2023, 09<sup>th</sup> September, 2022 and 28<sup>th</sup> November, 2021 respectively issued by M/s. Rachin M Shah & Associates, on the financial statements of the Company as at and for the period ended 31 March 2023, 31 March 2022 and 31 March 2021 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:
  - i. After incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021 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 V, prepared by the management and approved by the Board of Directors on 17th April, 2024 for the years/period ended 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021.

Annexure V - 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 Assets charged as security as appearing in Note B(A) 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 liabilities 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 Fixed Assets as appearing in Note I to this report;
- k) Restated Statement of Non-Current Investment as appearing in Note J to this report;
- l) Restated Statement of Other Non-Current asset as appearing in Note K to this report;
- m) Restated Statement of Trade Receivables as appearing in Note L to this report;
- n) Restated Statement of Cash and Cash Equivalents as appearing in Note M to this report;
- o) Restated Statement of Inventories as appearing in Note N to this report;
- p) Restated Statement of Short Term Loans and Advances 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 Raw Material Consumption & Purchase of stock in trade as appearing in Note S to this report;
- u) Restated Statement of Change in Inventories as appearing in Note T to this report;
- v) Restated Statement of Employee Benefit Expenses 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) Restated Statement of Contingent Liabilities as appearing in Note Y to this report;
- aa) Restated Statement of Related Party Transactions as appearing in Note Z to this report;
- bb) Restated Statement of Tax Shelter as appearing in Note AA to this report;
- cc) Capitalization Statement as appearing in Note AB to this report;
- dd) Restated Statement of Mandatory Accounting Ratios as appearing in Note AC to this report;
- ee) Restated Statement of Other Disclosures as per Schedule-III of the Companies Act, 2013 in Notes AD to this report
- ff) Ratio Analysis as appearing in Note AE to this report

9. 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.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Ahmedabad 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.
12. In our opinion, the above financial information contained in Annexure I to Annexure V 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, K A R M A & CO LLP**  
**Chartered Accountants**  
**Firm Reg No: 127544W/W100376**  
**Peer Review Certificate Number: 013252**

Sd/-

**Jignesh A Dhaduk**  
**Designated Partner**  
**Mem. No: 129149**  
**UDIN: 24129149BKEBHK5970**

**Place: Ahmedabad**  
**Date: 17<sup>th</sup> April, 2024**

**ANNEXURE - I**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

PARTICULARS		NOTES	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>					
1.	Shareholders' Funds					
(a)	Share Capital	<b>A</b>	1,000.00	200.00	1.00	1.00
(b)	Reserves & Surplus	<b>A</b>	986.34	1,335.60	1,237.56	957.92
(c)	Share Application Money		-	-	-	-
			<b>1986.34</b>	<b>1,535.60</b>	<b>1,238.56</b>	<b>958.92</b>
2.	Non-Current Liabilities					
(a)	Long Term Borrowings	<b>B</b>	340.11	219.49	272.94	361.35
(b)	Deferred Tax Liabilities (Net)	<b>C</b>	-	-	-	-
(c)	Long term Liabilities	<b>D</b>	18.57	13.82	9.06	3.26
			<b>358.68</b>	<b>233.31</b>	<b>282.00</b>	<b>364.62</b>
3.	Current Liabilities					
(a)	Short Term Borrowings	<b>E</b>	225.83	342.82	279.46	152.99
(b)	Trade Payables	<b>F</b>				
	(A) outstanding dues of micro enterprises and small enterprises; and		179.47	47.40	113.12	79.29
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1140.05	685.04	582.04	332.10
(c)	Other Current Liabilities	<b>G</b>	242.51	135.89	106.57	125.05
(d)	Short Term Provisions	<b>H</b>	154.12	110.00	106.00	99.85
			<b>1941.98</b>	<b>1,321.15</b>	<b>1,187.18</b>	<b>789.27</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4287.00</b>	<b>3,090.06</b>	<b>2,707.74</b>	<b>2,112.81</b>
<b>B)</b>	<b>ASSETS</b>					
1.	Non-Current Assets					
	D) Property, Plant and Equipment					
	(i) Gross Block		576.41	496.28	467.18	372.67
	(ii) Depreciation		238.65	219.46	196.86	164.95
	(iii) Net Block		337.76	276.82	270.33	207.72
	II) Intangible Assets		0.02	0.02	0.02	0.02
	III) Capital Work-in-Progress		310.81	124.47	-	-
	IV) Intangible assets under development		-	-	-	-
(b)	Non-Current Investment	<b>J</b>	743.31	428.27	383.11	347.58
(c)	Deferred Tax Assets (Net)	<b>C</b>	20.38	25.97	19.57	17.90
(d)	Long Term Loans and Advances		-	-	-	-
(e)	Other Non-Current Assets	<b>K</b>	263.70	183.01	241.16	186.98
			<b>1675.98</b>	<b>1,038.57</b>	<b>914.20</b>	<b>760.19</b>
2.	Current Assets					
(a)	Trade Receivables	<b>L</b>	1231.10	966.58	1,059.58	834.17
(b)	Cash and Cash equivalents	<b>M</b>	83.95	304.52	58.39	43.57
(c)	Inventories	<b>N</b>	395.96	125.52	160.75	62.25
(d)	Short-Term Loans and Advances	<b>O</b>	173.31	63.12	55.52	81.15
(e)	Other Current Assets	<b>P</b>	726.70	591.74	459.31	331.48
			<b>2611.02</b>	<b>2,051.48</b>	<b>1,793.55</b>	<b>1,352.62</b>
	<b>TOTAL ASSETS</b>		<b>4287.00</b>	<b>3,090.06</b>	<b>2,707.75</b>	<b>2,112.81</b>



**ANNEXURE - II**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

PARTICULARS		NOTES	31-12-2023	31-03-2023	31-03-2022	31-03-2021
1	Revenue From Operations	<b>Q</b>	5092.86	5,426.11	4,571.55	3,389.94
2	Other Income	<b>R</b>	89.52	26.86	71.01	77.81
	<b>Total Income (1+2)</b>		<b>5182.38</b>	<b>5,452.97</b>	<b>4,642.56</b>	<b>3,467.75</b>
3	Expenditure					
(a)	(I) Cost of Material Consumed	<b>S</b>	2989.84	3,383.79	2,899.13	2,059.74
	(II) Purchases of Stock-in-Trade	<b>S</b>	406.14	191.44	168.96	-
(b)	Change in inventories of finished goods, work in progress and stock in trade	<b>T</b>	(37.78)	-	-	-
(c)	Employee Benefit Expenses	<b>U</b>	548.63	605.68	483.21	440.76
(d)	Finance Cost	<b>V</b>	41.16	38.78	36.53	56.55
(e)	Depreciation and Amortisation Expenses	<b>W</b>	19.19	29.66	31.91	38.45
(f)	Other Expenses	<b>X</b>	605.78	772.73	608.85	529.55
4	<b>Total Expenditure 3(a) to 3(f)</b>		<b>4572.97</b>	<b>5,022.08</b>	<b>4,228.59</b>	<b>3,125.06</b>
5	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>		<b>609.41</b>	<b>430.88</b>	<b>413.97</b>	<b>342.70</b>
6	<b>Exceptional and Extra-ordinary items</b>		-	-	-	-
7	<b>Profit/(Loss) Before Tax (5-6)</b>		<b>609.41</b>	<b>430.88</b>	<b>413.97</b>	<b>342.70</b>
8	<b>Tax Expense:</b>					
(a)	Tax Expense for Current Year		154.12	110.00	106.00	99.85
(b)	Short/(Excess) Provision of Earlier Year		(1.04)	(0.10)	-	(0.09)
(c)	Deferred Tax		5.59	(6.40)	(3.29)	(3.35)
	<b>Net Current Tax Expenses</b>		<b>158.67</b>	<b>103.51</b>	<b>102.71</b>	<b>96.41</b>
9	<b>Profit/(Loss) for the Year (7-8)</b>		<b>450.74</b>	<b>327.38</b>	<b>311.25</b>	<b>246.28</b>
10	<b>Basic Earnings Per Share</b>		<b>4.51</b>	<b>3.27</b>	<b>3.11</b>	<b>2.46</b>
11	<b>Diluted Earnings Per Share</b>		<b>4.51</b>	<b>3.27</b>	<b>3.11</b>	<b>2.46</b>

**ANNEXURE III  
RESTATED CASH FLOW STATEMENT**

(Rs. in Lakhs)

PARTICULARS		FOR THE YEAR ENDED			
		31-12-2023	31-03-2023	31-03-2022	31-03-2021
		Rupees	Rupees	Rupees	Rupees
<b>A) Cash Flow From Operating Activities :</b>					
Net Profit before tax		609.41	430.88	413.97	342.70
Adjustment for :					
Depreciation and amortization		19.19	29.66	31.91	38.45
Finance Cost		41.16	38.78	36.53	56.55
Interest Income		(2.88)	(8.76)	(11.33)	(16.18)
Adjustment for Non-Cash Items (Insurance Exp.)		-	13.23	-	-
(Profit)/Loss on sale of Vehicle		-	(1.02)	-	-
Gain on sale of MF		(15.04)	(8.59)	(35.54)	(9.70)
<b>Operating profit before working capital changes</b>		<b>651.84</b>	<b>494.19</b>	<b>435.54</b>	<b>411.82</b>
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables		(264.52)	93.00	(225.41)	(9.70)
(Increase)/Decrease in Inventory		(270.44)	35.23	(98.50)	27.52
(Increase)/Decrease in Short Term Loans & Advances		(110.19)	(7.60)	25.63	(35.47)
(Increase)/Decrease in Other Current Assets		(134.96)	(132.43)	(127.83)	(103.07)
Increase/(Decrease) in Trade Payables		587.08	37.28	283.77	(186.90)
Increase/(Decrease) in Other Current Liabilities		116.37	29.32	(18.48)	21.79
Increase/(Decrease) in Short Term Provisions, etc		44.12	4.00	6.15	(21.65)
Increase/(Decrease) in Long Term Liability		4.75	4.76	5.79	3.26
<b>Cash generated from operations</b>		<b>624.05</b>	<b>557.75</b>	<b>286.67</b>	<b>107.60</b>
Direct Taxes Paid		153.08	(109.90)	(106.00)	(99.76)
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>470.97</b>	<b>447.84</b>	<b>180.67</b>	<b>7.84</b>
<b>B) Cash Flow From Investing Activities :</b>					
Purchase of Fixed Assets including of CWIP		(266.47)	(160.96)	(94.52)	(26.01)
Sale of Fixed Assets		-	1.35	-	-
(Purchase)/Sale of investments		(315.04)	(45.16)	(35.54)	(160.58)
(Increase)/Decrease in Other non-current Asset		(80.69)	58.15	(54.18)	180.29
Interest Income		2.88	8.76	11.33	16.18
Profit on sale of Vehicle		-	1.02	-	-
Gain on sale of MF		15.04	8.59	35.54	9.70
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>(644.28)</b>	<b>(128.25)</b>	<b>(137.37)</b>	<b>19.57</b>
<b>C) Cash Flow From Financing Activities :</b>					
Increase/(Decrease) in Short Term Borrowings		(116.38)	63.36	126.47	102.17
Increase/(Decrease) in Long Term Borrowings		120.63	(53.45)	(88.41)	(45.43)
Finance Cost		(41.16)	(38.78)	(36.53)	(56.55)
Dividend Paid		(9.75)	(29.25)	-	-
Adjustment in reserve and surplus			(15.34)	(30.00)	(3.61)
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>(47.28)</b>	<b>(73.46)</b>	<b>(28.47)</b>	<b>(3.42)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	(220.57)	246.13	14.83	23.99
Cash equivalents at the beginning of the year		304.52	58.39	43.57	19.58
<b>Cash equivalents at the end of the year</b>		<b>83.95</b>	<b>304.52</b>	<b>58.40</b>	<b>43.57</b>

**Notes:-**

		31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>1.</b>	<b>Component of Cash and Cash equivalents</b>				
	Cash on hand	12.75	21.34	57.48	37.10
	Balance With banks	71.20	283.18	0.91	6.46
	<b>Total</b>	<b>83.95</b>	<b>304.52</b>	<b>57.48</b>	<b>43.57</b>

2. 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.

## ANNEXURE – IV

### SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION

#### CORPORATE INFORMATION

AZTEC FLUIDS & MACHINERY LIMITED (the “Company”) was incorporated on April 28, 2010 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Ahmedabad. The Company’s registered office is situated at Part H Plinth, 4th Floor, Takshashila Square, Nr. Krishnabag Four Rd, Maninagar, Ahmedabad, Gujarat, India, 380028. The company is primarily involved in the manufacturing of Printers and trading of inks used therein.

#### I. SIGNIFICANT ACCOUNTING POLICIES

##### A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Restated Statement of Assets and Liabilities (Annexure I) of the company as at 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021, the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the financial year ended 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021 (hereinafter collectively referred to as “Restated Financial Information”) have been extracted by the management from the audited financial statements for the 31 December, 2023, 31 March, 2023, 31 March, 2022 and 31 March, 2021, approved by the respective Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. 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 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 financial statements in conformity with Accounting Standards requires the management to make judgments, estimates and assumptions that affect the reported amounts, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Difference between the actual result and estimates are recognized in the period in which they are known/ materialized.

##### C) ACCOUNTING CONVENTION

The group 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

Revenue is recognized only when all the significant risks and rewards incident to ownership to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes Sales of Goods net of Goods and Services Tax, adjusted for discounts (net) and gain / Loss on corresponding hedged contracts.

Revenue/ Loss from bargain settlement of goods is recognized at the time of settlement of transactions.

Dividend income is recognized when the right to receive payment is established.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable. All other income and Expenditure are recognized and accounted for on accrual basis.

#### 2. PROPERTY, PLANT & EQUIPMENT’S (TANGIBLE FIXED ASSETS AND DEPRECIATION)

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value. Only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Assets which are not ready for their intended use are disclosed under Capital Work-in- Progress and all the cost relating to such assets are shown under work-in-progress.

Identification of the components of Property, Plant & Equipment's as required under revised AS10 is under process.

#### **DEPRECIATION:**

Depreciation on tangible fixed assets is provided on the written down value Method over the useful lives of assets as prescribed in the schedule II of the Companies Act, 2013. Depreciation for assets purchased sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a written down value, commencing from the date the asset is available to the Company for its use.

Depreciation and Amortization methods, useful lives and residual values are reviewed periodically, at each financial year end.

Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II.

### **3. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **4. INVENTORIES**

Inventories are valued after providing for obsolescence, as follows:

- a) Raw Materials, Stores & Spare parts and Packing Material - Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on Weighted Average Cost basis.
- b) Work-in-Progress is valued at raw material cost plus proportionate conversion cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale, however due to the nature of the company the own manufactured goods are valued at a Retail Method basis on a consistent basis, however the Trading Goods are valued at the lower of Cost or Net Realizable Value.

### **5. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS**

#### **Defined-contribution plans:**

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

In the restated financial statements, The Company has made provision for payment of Gratuity to its employees, based on the actuarial valuation report obtained from actuarial Valuer.

### **6. FOREIGN EXCHANGE TRANSACTIONS**

Foreign-currency denominated monetary assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from the transactions relating to purchase of current assets like Raw Material etc. are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction.

## **7. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## **8. BORROWING COSTS**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

## **9. INCOME TAX**

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

## **10. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

## **11. PROVISIONS AND CONTINGENT LIABILITIES**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent liabilities are disclosed in the financial statement unless the possibility of outflow is remote. Contingent Liabilities are not provided for and are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## **12. CASH & CASH EQUIVALENTS**

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

## **13. 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:

(Rs. In Lakhs)

Details of Gratuity Expenses	31.12.2023	31.03.2023	31.03.2022	31.03.2021
<b>Profit and loss account for the period</b>				
Current service cost	4.20	4.68	2.99	3.54
Interest on obligation	0.94	0.48	0.14	
Expected return on plan assets				
Net actuarial loss/(gain)	1.64	6.54	2.78	
Recognised Past Service Cost-Vested				
Loss (gain) on curtailments				
<b>Total included in 'Employee Benefit Expense'</b>	<b>6.78</b>	<b>11.70</b>	<b>5.92</b>	<b>3.54</b>
prior year charge				
<b>Total Charge to P&amp;L</b>	<b>6.78</b>	<b>11.70</b>	<b>5.92</b>	<b>3.54</b>
<b>Reconciliation of defined benefit obligation</b>				
Opening Defined Benefit Obligation	21.16	9.46	3.54	
Transfer in/(out) obligation				
Current service cost	4.20	4.68	2.99	3.54
Interest cost	0.94	0.48	0.14	
Actuarial loss (gain)	1.64	6.54	2.78	
Past service cost				
Benefits paid				
prior year charge				
<b>Closing Defined Benefit Obligation</b>	<b>27.94</b>	<b>21.16</b>	<b>9.46</b>	<b>3.54</b>
<b>Table of experience adjustments</b>				
Defined Benefit Obligation				
Plan Assets				
<b>Surplus/(Deficit)</b>				
<b>Reconciliation of plan assets</b>				
Opening value of plan assets				
Transfer in/(out) plan assets				
Expenses deducted from the fund				
Expected return				
Actuarial gain/(loss)				
Contributions by employer				
Benefits paid				
<b>Closing value of plan assets</b>				
<b>Details of Gratuity Expenses</b>	<b>31.12.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
<b>Reconciliation of net defined benefit liability</b>				
Net opening provision in books of accounts	21.16	9.46	3.54	
Transfer in/(out) obligation				
Transfer (in)/out plan assets				
Employee Benefit Expense	6.78	11.70	5.92	3.54
Benefits paid by the Company				
Contributions to plan assets				
<b>Closing provision in books of accounts</b>	<b>27.94</b>	<b>21.16</b>	<b>9.46</b>	<b>3.54</b>
<b>Bifurcation of liability</b>				
Current Liability	11.36	7.34	0.40	0.28
Non-Current Liability	16.57	13.82	9.06	3.26
<b>Net Liability</b>	<b>27.94</b>	<b>21.16</b>	<b>9.46</b>	<b>3.54</b>
<b>Principle actuarial assumptions</b>				
Discount Rate	7.20% p.a.	7.20% p.a.	5.15% p.a.	4.25% p.a.

Expected Return on Plan Assets	NA	NA	NA	NA
Salary Escalation Rate	4.00% p.a.	4.00% p.a.	4.00% p.a.	4.00% p.a.
Expected Return on Plan Assets	NA	NA	NA	NA

## II. NOTES TO RESTATED SUMMARY STATEMENTS:

The financial statements for the year ended on 31 December 2023, 31 March 2023, 31 March 2022 and 31 March 2021 respectively are prepared as per Schedule III of the Companies Act, 2013: -

### 1. Contingent liabilities and commitments (to the extent not provided for)

A disclosure for a contingent liability is usually reported in the notes to restated financial restatements when there is a possible obligation that may, require an outflow of the Company's resources. However, there has not been any such liability/event, which qualifies as contingent liability in the restated period.

### 2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Disclosure of the outstanding dues of Micro or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act-2006, and the Company has disclosed in the Note No. F of the restated financial statement, the same as required by Schedule III to the Companies Act, 2013.

3. 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 restated financial statements.

4. Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income”, the disclosure of the same has been reported in the Note C of the enclosed restated financial statement.

### 5. Directors' Remuneration:

Particulars	(Rs. in lacs)			
	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Directors' Remuneration	96.75	129	120	110.20
<b>Total</b>	<b>96.75</b>	<b>129</b>	<b>120</b>	<b>110.20</b>

### 6. Auditors' Remuneration:

Particulars	(Rs. in lacs)		
	For the Year Ended		
	2022-23	2021-22	2020-21
i) As Auditors			
For Audit Fees	0.50	0.45	0.40
For Other Services	0.15	0.15	0.08
<b>Total</b>	<b>0.65</b>	<b>0.60</b>	<b>0.48</b>

### 7. Earnings per Share:

Particulars	(Amt. Rs. in Lacs, except EPS)			
	For the Year/Period Ended			
	31.12.2023	31.03.2023	31.03.2022	31.03.2021
A. Total Number of equity shares outstanding at the end of the year	1,00,00,000	20,00,000	10,000	10,000
B. Weighted average number of equity shares outstanding during the year for the adjusted EPS	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
C. Adjusted Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated)	450.74	327.38	311.25	246.28
D. Restated Basic and Diluted earnings per share (Rs.)	4.51	3.27	3.11	2.46

During the period ended Dec., 23 the company has issued bonus shares of 80,00,000 at Rs. 10 each by capitalizing reserves & surplus balances. Thus, the total 1,00,00,000 equity shares have been considered while deriving EPS of the Company retrospectively from F.Y. 2020-21 onwards.

8. Figures have been rearranged and regrouped wherever practicable and considered necessary.

9. 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.

10. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

#### 11. 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.

#### 12. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

#### 13. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

#### 14. Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor's Report for year/period ended 31 December 2023, 31 March 2023, 31 March 2022 and 31 March 2021 which requires adjustments in restated financial statements.

#### 15. 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 VI and Accounting Standards.

Statement of Adjustments in the financial statements is presented here below:

#### **RECONCILIATION OF RESTATED PROFIT:**

	(Rs. in Lakhs)			
Adjustments for	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	460.19	319.21	324.79	248.75
<b>Adjustments for:</b>				
Provision for gratuity	-	(11.70)	(5.92)	(3.54)
Short/excess Provision of Tax/deferred tax	(9.45)	6.18	2.38	1.07
Insurance Expense	-	16.69	(10.00)	-
Preliminary Exp. w/o		(3.00)		
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>450.74</b>	<b>327.38</b>	<b>311.25</b>	<b>246.28</b>

1. 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

2. Due to changes in gratuity provision the deferred tax component on the same has also undergone change.

The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below: -

#### **RECONCILIATION OF EQUITY AND RESERVES:**

	(Rs. In Lakhs)			
Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
<b>Equity and Reserves as per Audited Balance sheet</b>	1986.34	1,547.56	1261.33	968.07



Adjustments for:				
Difference Due to Change in P&L	-	8.17	-13.54	-2.47
Prior period Adjustments (Refer Note-1)	-	-20.13	-9.23	-6.68
<b>Equity and Reserves as per Re-stated Balance sheet</b>	<b>1986.34</b>	<b>1535.60</b>	<b>1238.56</b>	<b>958.92</b>

**Note: 1**

Amounts of gratuity provision, Prepaid insurance, Adjustments relating to MF investment and income derived therefrom, & adjustment of Deferred tax and Fixed deposit relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve and Surplus due to the restated effect on the profit / (loss) of prior period.

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.

**For, K A R M A & CO LLP**

**Chartered Accountants**

**Firm Reg No: 127544W/W100376**

**Peer Review Certificate Number: 013252**

Sd/-

**Jignesh A Dhaduk**

**Designated Partner**

**Mem. No: 129149**

**UDIN: 24129149BKEBHK5970**

**Date: 17th April, 2024**

**Place: Ahmedabad**

**NOTE – A**  
**RESTATED STATEMENT OF SHARE CAPITAL & RESERVES AND SURPLUS**  
**(Rs. In Lakhs, Except Share Data)**

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Share Capital</b>				
<b>Authorised Share Capital</b>				
1,40,00,000 Equity shares of Rs.10 each	1,40,00,000	20,00,000	10,000	10,000
Equity Share Capital (in Amount)	1,400.00	200.00	1.00	1.00
<b>Issued, Subscribed and Paid up Share Capital</b>				
1,00,00,000 Equity shares of Rs.10 each	1,00,00,000	20,00,000	10,000	10,000
Equity Share Capital (in Amount)	1,000.00	200.00	1.00	1.00
<b>Total</b>	<b>1,000.00</b>	<b>200.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Reserves and Surplus</b>				
<b>Surplus in Profit and Loss account</b>				
Balance as per the last financial statements	1,335.60	1,237.56	957.92	715.25
Adj on account of Deffered Tax (due to change in IT rates)		-	(1.61)	
Profit for the Year	450.74	327.38	311.25	246.28
Provision for Dividend		(30.00)	(30.00)	
ICICI MF Investment Created Wrongly instead of Insurance Exp				(20.00)
Prepaid Insurance (Prior Period Adj.)				13.32
Profit on switching the MF in 17-18				3.07
Adjustment on prior year's FD figures not accounted		(0.34)	-	
Less: Bonus Share Issued*	(800.00)	(199.00)	-	
<b>Balance as at the end of Financial Year</b>	<b>986.34</b>	<b>1,335.60</b>	<b>1,237.56</b>	<b>957.92</b>

\* During the nine months period December'23, the company has issued bonus shares of 80,00,000 at Rs. 10 each by capitalizing reserves & surplus balances.

\* During the Financial year 22-23 the company has issued bonus shares of 19,90,000 at Rs. 10 each by capitalizing reserves & surplus balances.

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. Company does not have any Revaluation Reserve.

4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Number of shares at the beginning of the year	20,00,000	10,000	10,000	10,000
Add: Bonus Share Issued #	80,00,000	19,90,000		
Add: Fresh Issue of shares				
Number of shares at the end of the year	1,00,00,000	20,00,000	10,000	10,000

# During the nine months period ended 31-12-2023 company has issued bonus shares in proportion of 4:1 of present shareholding.

# During the FY 22-23 company has issued bonus shares in proportion of 199:1 of present shareholding.

5. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Pulin Vaidhya	7499700	15,00,000	7,500	7,500
Amisha Vaidhya	2499800	5,00,000	2,500	2,500

#### 6. Promoter's Shareholding

##### Shares held by Promoters at the end of the years 31-12-2023

Name	No. of Shares	% of Total Shares	% Change During the Year
Pulin Vaidhya	7,499,700	75.00%	0.00%
Amisha Vaidhya	2,499,800	25.00%	0.00%
Kumudchandra Bhagwandas Vaidya	100	0.00%	0.00%

##### Shares held by Promoters at the end of the years 31.03.2023

Name	No. of Shares	% of Total Shares	% Change During the Year
Pulin Vaidhya	15,00,000	75.00%	0.00%
Amisha Vaidhya	5,00,000	25.00%	0.00%
Kumudchandra Bhagwandas Vaidya	-	-	-

##### Shares held by Promoters at the end of the years 31.03.2022

Name	No. of Shares	% of Total Shares	% Change During the Year
Pulin Vaidhya	7,500	75.00%	0.00%
Amisha Vaidhya	2,500	25.00%	0.00%
Kumudchandra Bhagwandas Vaidya	-	-	-

##### Shares held by Promoters at the end of the years 31.03.2021

Name	No. of Shares	% of Total Shares	% Change During the Year
Pulin Vaidhya	7,500	75.00%	0.00%
Amisha Vaidhya	2,500	25.00%	0.00%
Kumudchandra Bhagwandas Vaidya	-	-	-

#### 7. Equity shares movement during the restatement period

##### i) Equity shares issued as bonus

The Company allotted 80,00,000 equity shares as fully paid up bonus shares by capitalisation of reserves & surplus balances during the six months period ended Dec'23

The Company allotted 19,90,000 equity shares as fully paid up bonus shares by capitalisation of reserves & surplus balances during the FY 2022-23.

#### NOTE – B RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>(a) Secured Loans</b>				
- ECLDISB Loan from ICICI Bank	23.11	32.00	32.00	-
- Vehicle Loans	57.87	11.04	14.33	27.59
- Term Loans - ICICI Bank	117.40			
<b>Sub-total (a)</b>	<b>198.38</b>	<b>43.04</b>	<b>46.33</b>	<b>27.59</b>
<b>(b) Loans and advances from related parties &amp; Others (Unsecured)</b>				
<b>(i) From Directors</b>				
Pulin Vaidhya	5.90	15.28	4.41	124.24
Amisha Vaidhya	123.52	149.57	222.21	209.53
Kumudchandra Vaidhya	12.31	11.60	-	-
<b>Sub-total (b)</b>	<b>141.73</b>	<b>176.45</b>	<b>226.62</b>	<b>333.77</b>

<b>Total (a+b)</b>	<b>340.11</b>	<b>219.49</b>	<b>272.94</b>	<b>361.35</b>
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Notes:

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A) and B(B).

**NOTE B(A) RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**(Rs. in Lakhs)**

Sr. No.	Name of Bank	Secured Against	Terms of Repayment	Amount			
				31-12-2023	31-03-2023	31-03-2022	31-03-2021
1	Kotak Mahindra Prime Ltd	Hypothication of Audi Car	Repayable in 60 equated monthly instalment of Rs.59940/- commencing from 01/10/2019	1.87	6.98	13.11	18.80
2	ICICI Bank	Hypothication of Wagon	Repayable in 36 equated monthly instalment of Rs.20089/- commencing from 29/12/2022	2.48	4.06	0.00	0.00
3	Kotak Mahindra Prime Ltd	Hypothication of Hector car	Repayable in 36 equated monthly instalment of Rs.55102/- commencing from 09/12/2019	0.00	0.00	0.00	5.80
4	ICICI Bank Car Loan A/c	Hypothication of ECO Car	Repayable in 36 equated monthly instalment of Rs.12575/- commencing from 05/02/2021	0.00	0.00	1.21	2.56
5	ICICI Bank	Hypothication of TATA Nexon Car	Repayable in 36 equated monthly instalment of Rs.30598/- commencing from 15/03/2019	0.00	0.00	0.00	0.42
6	ICICI Bank - Term Loan - 603090028487	Movable and Immovable Properties and Current Assets	7 Years from the date of first disbursement - 84 Installments - Amt. of Inst. - 178571.43	51.85	0.00	0.00	0.00
7	ICICI Bank - Term Loan - 603090029223			27.03	0.00	0.00	0.00
8	ICICI Bank - Term Loan - 603090029244			35.52	0.00	0.00	0.00
9	ICICI Bank - Term Loan - 603090030288			3.02	0.00	0.00	0.00
10	ICICI Bank ECLDISB Loan A/c	Second Charge by hypothecation of stocks, receivables, Properties as specified and	Repayable After 24 Monthes Rate of Interest 8.25%	23.11	32.00	32.00	0.00

		Movable fixed assets except vehicles					
11	HDFC VOLVO CAR LOAN A/C. 146003973	Hypothication of VOLVO car	Repayable in 60 equated monthly instalment of Rs.136623/- commencing from 07/11/2023	53.52	0.00	0.00	0.00
	<b>Total</b>			<b>198.38</b>	<b>43.04</b>	<b>46.33</b>	<b>27.59</b>

#### Secured Loan from Banks (Short Term)

Sr. No.	Name of Bank	Secured Against	Terms of Repayment	Amount			
				30-09-2023	31-03-2023	31-03-2022	31-03-2021
1	Volkswagen Finance Pvt Ltd	Hypothication of Audi Car	Repayable in 60 equated monthly instalment of Rs.59940/- commencing from 01/10/2019	6.69	6.24	5.69	5.19
2	ICICI Bank	Hypothication of TATA Nexon Car	Repayable in 36 equated monthly instalment of Rs.30598/- commencing from 15/03/2019	0.00	0.00	0.42	3.46
3	ICICI Bank LTD (624405500453)	Secured Against Fixed Deposit	Payable on Demand	0.00	0.00	22.21	26.94
4	ICICI Bank Ltd (6244510000514)	CC A/C (Against Factory Buildings and other immovable property & Current Assets)	Payable on Demand	0.00	0.00	0.00	110.33
5	Kotak Mahindra Prime Ltd	Hypothication of Hector car	Repayable in 36 equated monthly instalment of Rs.55102/- commencing from 09/12/2019	0.00	0.00	5.30	5.83
6	ICICI Bank Car Loan A/c	Hypothication of ECO Car	Repayable in 36 equated monthly instalment of Rs.12575/- commencing from 05/02/2021	0.12	1.21	1.35	1.24
7	ICICI Bank OD A/c	Hypothication of Mutual Fund Investment	Payable on Demand	0.00	0.00	0.00	0.00
8	ICICI Bank Buyer's Credit A/c	Against FD	Payable on demand	175.62	333.42	244.49	0.00

9	ICICI Bank - Term Loan - 603090028487	Movable and Immovable Properties and Current Assets	7 Years from the date of first disbursement - 84 Installments - Amt. of Inst. - 178571.43	9.57	0.00	0.00	0.00
10	ICICI Bank - Term Loan - 603090029223			4.91	0.00	0.00	0.00
11	ICICI Bank - Term Loan - 603090029244			6.56	0.00	0.00	0.00
12	ICICI Bank - Term Loan - 603090030288			0.04	0.00	0.00	0.00
13	ICICI Bank	Hypothication of Wagon	Repayable in 36 equated monthly instalment of Rs.20089/- commencing from 29/12/2022	2.08	1.95	0.00	0.00
14	HDFC VOLVO CAR LOAN A/C. 146003973	Hypothication of VOLVO car	Repayable in 60 equated monthly instalment of Rs.136623/- commencing from 07/11/2023	11.35	0.00	0.00	0.00
15	ICICI Bank ECLDISB Loan A/c	NA	Repayable After 24 Monthes Rate of Interest 8.25%	8.89	0.00	0.00	0.00
<b>Total</b>				<b>225.82</b>	<b>342.82</b>	<b>279.46</b>	<b>152.99</b>

**Note B(B) Unsecured Loan from Related Parties (Long Term)**

(Rs. in Lakhs)

Sr. No.	Name of Person	Guaranteed by	Terms of Repayment	Amount			
				31-12-2023	31-03-2023	31-03-2022	31-03-2021
1	Pulin Vaidhya	N.A	Not Stipulated	5.90	15.28	4.41	124.24
2	Kumudchandra Vaidhya	N.A	Not Stipulated	12.31	11.60	-	-
3	Amisha Vaidhya	N.A	Not Stipulated	123.52	149.57	222.21	209.53
<b>Total</b>				<b>141.73</b>	<b>176.45</b>	<b>226.62</b>	<b>333.77</b>

**NOTE-C**

**RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Opening Balance (A)</b>				
Opening Balance of Deferred Tax (Asset) / Liability	(25.97)	(19.57)	(17.90)	(14.55)
<b>Closing Balances (B)</b>				
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	(10.92)	(0.32)	(0.91)	(2.37)
(DTA) / DTL in case of Preliminary Expense written off	(2.43)	(0.76)	-	-
(DTA) / DTL on account of gratuity provision	7.03	(5.33)	(2.38)	(0.98)
Adjustments due to change in IT rates (27.82% to 25.17)		-	1.61	-
<b>Closing Balance of Deferred Tax (Asset) / Liability (B)</b>	<b>(20.38)</b>	<b>(25.97)</b>	<b>(19.57)</b>	<b>(17.90)</b>
<b>Current Year Provision (B-A)</b>	<b>5.59</b>	<b>(6.40)</b>	<b>(3.29)</b>	<b>(3.35)</b>

**NOTE – D**  
**RESTATED STATEMENT OF LONG TERM LIABILITIES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Liability for Gratuity (Non-Current)	16.57	13.82	9.06	3.26
Rent Deposit	2.00			
<b>Total</b>	<b>18.57</b>	<b>13.82</b>	<b>9.06</b>	<b>3.26</b>

**NOTE – E**  
**RESTATED STATEMENT OF SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Current Maturity of Long Term Debts</b>				
Vehicle Loans	20.24	9.40	12.76	15.72
Term Loans - ICICI Bank	21.08			
ECLDISB Loan from ICICI Bank	<b>8.89</b>			
<b>Loan Repayable on Demand</b>				
From Banks				
ICICI Bank - FDOD Account	-	-	22.21	26.94
ICICI Bank - Buyer's Credit Account (Bill Discounting)	175.62	333.42	244.49	-
ICICI Bank - Cash Credit Account	-	-	-	110.33
ICICI Bank - OD Account	-	-	-	0.00
<b>Total</b>	<b>225.83</b>	<b>342.82</b>	<b>279.46</b>	<b>152.99</b>

Note:

- The terms and conditions and other information in respect of Secured Loans are given in NOTE-B (A).

**NOTE – F**  
**RESTATED STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Trade Payables</b>				
Outstanding due to Micro and Small Enterprises (A)	179.47	47.40	113.12	79.29
Outstanding due to Creditors other than Micro and Small Enterprises (B)	1140.05	685.04	582.04	332.10
<b>Total (A+B)</b>	<b>1319.52</b>	<b>732.44</b>	<b>695.16</b>	<b>411.39</b>

**1. Trade Payables ageing schedule as on 30.09.2023**

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	179.47				<b>179.47</b>
(ii)Others	1140.05				<b>1,140.05</b>
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

**2. Trade Payables ageing schedule as on 31.03.2023**

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	47.40				<b>47.40</b>
(ii)Others	685.04				<b>685.04</b>
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

**3. Trade Payables ageing schedule as on 31.03.2022**

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	113.12				113.12
(ii)Others	582.04				582.04
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

**4. Trade Payables ageing schedule as on 31.03.2021**

Particulars	Outstanding for following periods from due date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	79.29				79.29
(ii)Others	332.10				332.10
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.

**NOTE – G**  
**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Rs. in Lakhs)

Particulars	30-09-2023	31-03-2023	31-03-2022	31-03-2021
<b>Statutory Dues</b>				
PF Payable	3.93	3.51	3.46	3.34
ESIC Payable	0.12	0.11	0.16	0.15
Professional Tax Payable	-	0.16	0.17	0.15
TDS Payable	6.72	16.80	23.97	13.97
TCS Payable	-0.03	0.08	0.10	0.09
GST Payable	89.35	28.97	0.03	23.79
Custom Duty Payable	-	-	-	1.69
<b>Other Liabilities</b>				
Advance received form Customers	37.49	13.90	19.32	23.43
Salary Payable	77.08	38.98	19.01	51.88
Dividend Payable	-	9.75	19.50	-
Liability for Gratuity (Current)	11.36	7.34	0.40	0.28
Interest Accrued but not due	-	0.14	0.20	0.31
Reimbursement of Expenses	16.41	16.15	20.25	5.98
<b>Total</b>	<b>242.51</b>	<b>135.89</b>	<b>106.57</b>	<b>125.05</b>

**NOTE – H**  
**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Short Term Provisions</b>				
Provision for Income Tax	154.12	110.00	106.00	99.85
<b>Total</b>	<b>154.12</b>	<b>110.00</b>	<b>106.00</b>	<b>99.85</b>



**NOTE - I**  
**RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT**

**F.Y. 2020-21**

**(Rs. in Lakhs)**

Particulars	Gross Block			Depreciation				Net Block		
	As at 01.04.2020	Additions	Deletions	As at 31.03.2021	As at 01.04.2020	Additions	Deletions	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Office Building	39.34	-	-	39.34	6.90	1.60	-	8.50	30.84	32.44
Land	17.27	-	-	17.27	-	-	-	-	17.27	17.27
Factory Shed	70.03	-	-	70.03	6.99	3.70	-	10.68	59.35	63.04
Plots (Kanera 331 & 333)	28.89	12.45	-	41.34	-	-	-	-	41.34	28.89
Computer	16.20	3.35	-	19.55	14.66	2.96	-	17.62	1.93	1.54
Furniture & Fixtures	41.11	3.13	-	44.24	18.40	7.09	-	25.48	18.76	22.71
Office Equipments	31.26	0.41	-	31.68	17.42	4.99	-	22.41	9.27	13.84
Vehicles	86.44	6.08	-	92.52	48.59	17.58	-	66.16	26.36	37.85
Plant & Machinery	16.11	0.59	-	16.70	13.54	0.54	-	14.08	2.62	2.57
<b>Intangible Assets</b>										
Software	0.50	-	-	0.50	0.47	-	-	0.47	0.02	0.02
<b>Capital Work-In-Progress</b>										
Factory Construction	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>347.15</b>	<b>26.01</b>	<b>-</b>	<b>373.16</b>	<b>126.97</b>	<b>38.45</b>	<b>-</b>	<b>165.42</b>	<b>207.74</b>	<b>220.18</b>
<b>Previous Year</b>	<b>236.49</b>	<b>110.66</b>	<b>-</b>	<b>347.15</b>	<b>75.24</b>	<b>51.73</b>	<b>-</b>	<b>126.97</b>	<b>220.18</b>	<b>161.25</b>

**F.Y. 2021-22**

**(Rs. in Lakhs)**

Particulars	Gross Block			Depreciation				Net Block		
	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 01.04.2021	Additions	Deletions	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Office Building	39.34	-	-	39.34	8.50	1.52	-	10.02	29.32	30.84
Land	17.27	-	-	17.27	-	-	-	-	17.27	17.27
Factory Shed	70.03	-	-	70.03	10.68	3.94	-	14.62	55.41	59.35
Plots (Kanera 331 & 333)	41.34	79.16	-	120.50	-	-	-	-	120.50	41.34
Computer	19.55	1.51	-	21.07	17.62	1.85	-	19.48	1.59	1.93

Furniture & Fixtures	44.24	2.62	-	46.86	25.48	6.24	-	31.72	15.13	18.76
Office Equipments	31.68	4.73	-	36.41	22.41	4.40	-	26.81	9.60	9.27
Vehicles	92.52	-	-	92.52	66.16	10.28	-	76.44	16.08	26.36
Plant & Machinery	16.70	6.50	-	23.20	14.08	3.69	-	17.77	5.44	2.62
<b>Intangible Assets</b>										
Software	0.50	-	-	0.50	0.47	-	-	0.47	0.02	0.02
<b>Capital Work-In-Progress</b>										
Factory Construction	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>373.16</b>	<b>94.52</b>	<b>-</b>	<b>467.68</b>	<b>165.42</b>	<b>31.91</b>	<b>-</b>	<b>197.33</b>	<b>270.35</b>	<b>207.74</b>
<b>Previous Year</b>	<b>347.15</b>	<b>26.01</b>	<b>-</b>	<b>373.16</b>	<b>126.97</b>	<b>38.45</b>	<b>-</b>	<b>165.42</b>	<b>207.74</b>	<b>220.18</b>

F.Y. 2022-2023

(Rs. in Lakhs)

Particulars	Gross Block				Depreciation			Net Block		
	As at 01.04.2022	Additions	Deletions	As at 31.03.2023	As at 01.04.2022	Additions	Deletions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Office Building	39.34	17.84	-	57.18	10.02	2.31	-	12.33	44.85	29.32
Land	17.27	-	-	17.27	-	-	-	-	17.27	17.27
Factory Shed	70.03	-	-	70.03	14.62	3.20	-	17.82	52.21	55.41
Plots (Kanera 331 & 333)	120.50	-	-	120.50	-	-	-	-	120.50	120.50
Computer	21.07	3.90	-	24.97	19.48	3.18	-	22.66	2.31	1.59
Furniture & Fixtures	46.86	3.07	-	49.93	31.72	5.61	-	37.33	12.60	15.13
Office Equipments	36.41	0.74	-	37.15	26.81	3.52	-	30.33	6.81	9.60
Vehicles	92.52	7.59	-7.39	92.71	76.44	9.29	-7.07	78.67	14.04	16.08
Plant & Machinery	23.20	3.34	-	26.54	17.77	2.54	-	20.31	6.23	5.44
<b>Intangible Assets</b>										
Software	0.50	-	-	0.50	0.47	-	-	0.47	0.02	0.02
<b>Capital Work-In-Progress</b>										
Factory Construction	-	124.47	-	124.47	-	-	-	-	124.47	-
<b>Total</b>	<b>467.68</b>	<b>160.96</b>	<b>(7.39)</b>	<b>621.25</b>	<b>197.33</b>	<b>29.66</b>	<b>(7.07)</b>	<b>219.93</b>	<b>401.32</b>	<b>270.35</b>
<b>Previous Year</b>	<b>373.16</b>	<b>94.52</b>	<b>-</b>	<b>467.68</b>	<b>165.42</b>	<b>31.91</b>	<b>-</b>	<b>197.33</b>	<b>270.35</b>	<b>207.74</b>

As on 31-12-2023

(Rs. in Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2023	Additions	Deletions	As at 31.12.2023	As at 01.04.2023	Additions	Deletions	As at 31.12.2023	As at 31.12.2023	As at 31.03.2023
<b><u>Property, Plant and Equipment</u></b>										
<b><u>Tangible Assets</u></b>										
Office Building	57.18	-	-	57.18	12.33	1.64	-	13.97	43.21	44.85
Land	17.27	-	-	17.27	-	-	-	-	17.27	17.27
Factory Shed	70.03	-	-	70.03	17.82	3.71	-	21.54	48.50	52.21
Plots (Kanera 331 & 333)	120.50	-	-	120.50	-	-	-	-	120.50	120.50
Computer	24.97	1.60	-	26.56	22.66	1.08	-	23.74	2.82	2.31
Furniture & Fixtures	49.93	0.23	-	50.16	37.33	2.47	-	39.81	10.35	12.60
Office Equipments	37.15	2.57	-	39.72	30.33	2.69	-	33.02	6.70	6.81
Vehicles	92.71	75.74	-	168.45	78.67	6.82	-	85.49	82.96	14.04
Plant & Machinery	26.54	-	-	26.54	20.31	0.78	-	21.09	5.46	6.23
<b><u>Intangible Assets</u></b>										
Software	0.50	-	-	0.50	0.47	-	-	0.47	0.02	0.02
<b><u>Capital Work-In-Progress</u></b>										
Factory Construction	59.67	54.14	-	113.81	-	-	-	-	113.81	59.67
Factory P&M	64.81	132.20	-	197.00	-	-	-	-	197.00	64.81
<b>Total</b>	<b>621.25</b>	<b>266.47</b>	<b>-</b>	<b>887.72</b>	<b>219.93</b>	<b>19.19</b>	<b>-</b>	<b>239.12</b>	<b>648.60</b>	<b>401.32</b>
<i>Previous Year</i>	<b>467.68</b>	<b>160.96</b>	<b>-7.39</b>	<b>621.25</b>	<b>197.33</b>	<b>29.66</b>	<b>-7.07</b>	<b>219.93</b>	<b>401.32</b>	<b>270.35</b>

**NOTE – J**  
**RESTATED STATEMENT OF NON CURRENT INVESTMENT**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Investment in Mutual Funds	433.31	428.27	383.11	347.58
Investment in Unlisted Equity Shares (8,57,142 Shares of Rs. 35 each of Jet Inks Private Limited) of Jet Inks Private Limited)	300.00			
<b>Total</b>	<b>743.31</b>	<b>428.27</b>	<b>383.11</b>	<b>347.58</b>

**NOTE – K**  
**RESTATED STATEMENT OF OTHER NON CURRENT ASSET**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Security Deposits	11.49	7.41	6.27	6.17
Fixed Deposits with Banks	252.21	175.60	234.89	180.81
<b>Total</b>	<b>263.70</b>	<b>183.01</b>	<b>241.16</b>	<b>186.98</b>

**NOTE – L**  
**RESTATED STATEMENT OF TRADE RECEIVABLES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Trade Receivables</b>				
Unsecured Considered good	1231.10	966.58	1,059.58	834.17
Unsecured Considered doubtful				
<b>Total</b>	<b>1231.10</b>	<b>966.58</b>	<b>1,059.58</b>	<b>834.17</b>

**1. Trade Receivables ageing schedule as at 31-12-2023**

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,014.29	106.69	64.88	42.67	2.56	1,231.10
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

**2. Trade Receivables ageing schedule as at 31.03.2023**

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	771.60	121.40	51.03	4.06	18.48	966.58
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

**3. Trade Receivables ageing schedule as at 31.03.2022**

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	864.50	106.90	45.11	43.07	-	1,059.58
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

**4. Trade Receivables ageing schedule as at 31.03.2021**

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	625.49	55.00	153.68	-	-	834.17
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

**NOTE – M  
RESTATED STATEMENT OF CASH & CASH EQUIVALENTS**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Cash and Cash Equivalents</b>				
Cash on Hand	12.75	21.34	57.48	37.10
<b>Balances with Banks</b>				
Balance with Banks	-	0	-	5.46
ICICI Bank - EEFC Account	17.10	4.85	-	-
Kotak Bank - Cash Credit Account (Debit Balance)	-	-	-	1.00
ICICI Bank - FDOD Account (Debit Balance)	48.12	274.44	-	-
ICICI Bank - Cash Credit Account (Debit Balance)	5.93	3.88	0.90	-
ICICI Bank - OD Account (Debit Balance)	0.04	0.01	0.01	-
<b>Total</b>	<b>83.95</b>	<b>304.52</b>	<b>58.39</b>	<b>43.57</b>

**NOTE – N  
RESTATED STATEMENT OF INVENTORIES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Raw Material	358.19	125.52	160.75	62.25
Finished Goods/Traded Goods	37.78	-	-	-
<b>Total</b>	<b>395.96</b>	<b>125.52</b>	<b>160.75</b>	<b>62.25</b>

**NOTE – O**  
**RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Unsecured, Considered Good unless otherwise stated</b>				
Advance Recoverable either in Cash or Kinds	120.55	8.09	9.53	35.08
Loans and Advance to Employees	52.76	55.04	45.99	46.08
<b>Total</b>	<b>173.31</b>	<b>63.12</b>	<b>55.52</b>	<b>81.15</b>

**NOTE – P**  
**RESTATED STATEMENT OF OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Balance with Revenue Authorities</b>				
Advance Tax	130.00	120.00	127.50	97.00
Self-Assessment Tax				-
TCS Receivables	0.14	0.09	0.08	0.03
TDS Receivables	3.93	4.75	4.11	1.92
Custom Duty Receivables	401.83	300.64	189.59	80.69
Protest Duty Paid - For Custom Appeal	50.00	50.00	50.00	50.00
Income Tax Refund Receivables	-	25.40	0.04	0.04
GST Refund Receivables	-	-	-	3.72
GST Receivable	95.23	1.80	29.42	11.50
<b>Other Current Assets</b>				
Advance given to creditors	2.36	64.96	28.55	67.55
Prepaid Expense	31.86	24.11	30.04	19.03
IPO Expenses	11.34			
<b>Total</b>	<b>726.70</b>	<b>591.74</b>	<b>459.31</b>	<b>331.48</b>

**NOTE – Q**  
**RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Sale of products</b>				
- Assembled Goods (Printer)	1707.48	1,694.60	1,450.11	1,088.38
- Manufactured Goods (Makeup, Wash & Ink)	1468.24	2,760.90	2,268.62	1,846.26
- Traded Goods (Ink)	1320.89	349.29	310.21	0.00
<b>Sale of Services (AMC, Repairs etc)</b>	<b>93.84</b>	<b>102.96</b>	<b>108.86</b>	<b>81.57</b>
<b>Sale of Spares</b>	<b>500.64</b>	<b>510.14</b>	<b>430.31</b>	<b>372.86</b>
<b>Other Operating Income</b>				
- MEIS License Sale income	-	6.34	-	-
- Export Duty Drawback	1.78	1.88	3.44	0.86
<b>Total</b>	<b>5092.86</b>	<b>5,426.11</b>	<b>4,571.55</b>	<b>3,389.94</b>

**NOTE – R**  
**RESTATED STATEMENT OF OTHER INCOME**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Gain on Sale of Mutual Funds	15.04	8.59	35.54	9.70
Profit on Sale of Vehicle	-	1.02	-	-
Currency Rate Differences	71.06	-	24.14	51.75
Balance Written Off	0.53	8.49	-	0.19
Interest from Fixed Deposits	0.90	8.76	11.33	16.18
Interest on IT Refund	1.98	-	-	-

<b>Total</b>	<b>89.52</b>	<b>26.86</b>	<b>71.01</b>	<b>77.81</b>
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**NOTE – S**  
**RESTATED STATEMENT OF PURCHASES OF STOCK IN TRADE**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Purchases of Stock</b>				
- Purchase of Inks	406.14	191.44	168.96	-
<b>Total</b>	<b>406.14</b>	<b>191.44</b>	<b>168.96</b>	<b>-</b>

**NOTE – S**  
**RESTATED STATEMENT OF COST OF MATERIAL CONSUMED**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Raw Material Consumed</b>				
Opening Stock	125.52	160.75	62.25	89.76
Purchases	3222.50	3,348.56	2,997.63	2,032.23
Less: Closing Stock	358.19	125.52	160.75	62.25
<b>Total</b>	<b>2989.84</b>	<b>3,383.79</b>	<b>2,899.13</b>	<b>2,059.74</b>

**NOTE – T**  
**RESTATED STATEMENT OF CHANGE IN INVENTORIES**

(Rs. in Lakhs)

Particulars	30-09-2023	31-03-2023	31-03-2022	31-03-2021
Opening Stock of Finished Goods	-	-	-	-
Closing Stock of Finished Goods	37.78	-	-	-
<b>Increase/(Decrease) in Stock</b>	<b>(2.32)</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTE – U**  
**RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Salary and Wages, Including Bonus & Incentive	388.99	394.79	306.10	269.42
Remuneration to Directors & MD	96.75	129.00	120.00	110.20
Contribution to PF and Other Funds	18.19	22.84	22.83	23.04
Staff Welfare Expenses	37.92	47.35	25.86	34.57
Gratuity Expenses	6.78	11.70	8.42	3.54
<b>Total</b>	<b>548.63</b>	<b>605.68</b>	<b>483.21</b>	<b>440.76</b>

**NOTE – V**  
**RESTATED STATEMENT OF FINANCE COST**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b>Interest and Other Borrowing Cost</b>				
Bank Charges including Commission and Loan Processing Charges	2.90	6.63	5.25	8.71
Interest on Cash Credit Facility	0.08	0.86	3.77	6.27
Interest on Bill Discounting Facility (Buyer's Credit)	15.02	8.15	1.16	2.45
Interest on Overdraft	0.05	1.63	2.77	-
Interest on Term Loan	10.09	2.85	0.12	-
Interest on Unsecured Loan	11.10	16.64	20.31	34.78
Interest on Vehicle Loan	1.94	2.03	3.15	4.33
<b>Total</b>	<b>41.16</b>	<b>38.78</b>	<b>36.53</b>	<b>56.55</b>

**NOTE – W**  
**RESTATED STATEMENT OF DEPRECIATION & AMORTISATION**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Depreciation and Amortisation Expenses	19.19	29.66	31.91	38.45
<b>Total</b>	<b>19.19</b>	<b>29.66</b>	<b>31.91</b>	<b>38.45</b>

**NOTE – X**  
**RESTATED STATEMENT OF OTHER EXPENSES**

(Rs. in Lakhs)

Particulars	31-12-2023	31-03-2023	31-03-2022	31-03-2021
<b><u>Direct and Indirect Expenses</u></b>				
Discount on Sales	-	-	-	0.84
Freight & Transportation Expenses	18.71	19.40	22.53	7.77
Inspection and Lab Testing Charges	1.22	3.23	2.18	1.40
C & F Charges	60.68	69.48	82.90	70.82
Custom Duty Expenses	54.57	58.17	29.39	50.84
Packing Expenses	0.53	0.41	3.49	-
Worker Salary Expenses	26.00	40.57	40.11	35.47
Stores & Spares	-	-	0.56	0.05
Audit Fees	-	0.50	0.45	0.40
Currency Rate Differences	-	35.26	-	-
Donation Expenses	0.13	0.10	0.12	-
Bad Debts	45.47	50.09	16.51	47.21
Legal & Professional Expenses	25.57	34.33	35.77	7.72
Telephone Expenses	2.10	2.34	2.15	2.74
Rent Expenses	11.67	30.93	49.48	49.97
<b><u>Repairs and Maintenance</u></b>				
Repairs to Buildings	-0.57	0.74	0.43	0.37
Repairs of Machinery	2.38	2.30	0.68	1.20
Repairs of Others	4.22	5.56	4.09	3.15
Petrol Expenses	12.92	17.29	9.17	3.60
<b><u>Travelling Expenses</u></b>				
- Domestic	148.07	165.08	107.40	84.80
- Foreign	-	-	-	-
Security and Safety Charges	1.56	0.17	1.74	2.16
Sundry Balance Written off	1.40	0.37	1.52	-
Interest, Late Fees on Statutory Dues	3.21	0.81	0.68	0.16
Insurance Expenses	0.74	1.01	2.25	2.81
Internet Expenses	0.26	0.58	0.59	0.40
Kasar and VataV	-	0.52	0.15	0.07
Office Expenses	7.80	11.11	4.11	5.96
Postage and Courier Expenses	66.37	70.01	49.61	40.32
Web Servicing Expenses	-	0.33	2.38	-
Other Membership, Licence and Subscription Fees	2.57	0.86	1.72	0.07
Stationery and Printing Expenses	4.18	4.72	2.81	1.74
Tea and Refreshment Expenses	-1.27	3.17	6.10	0.98
Software Programming Expenses	1.36	2.95	2.33	5.91
Preliminary Expense written off	13.00	3.76	-	-
ROC Compliance Fees	0.65	0.09	0.01	0.02
Electrical Expenses	0.09	0.09	1.21	0.67
Electricity Expenses	4.54	4.15	5.51	4.92
Entertainment Expenses	0.17	3.27	10.40	7.11
Rates and Taxes	7.12	7.14	10.54	1.58
Advertisement Expenses	2.24	3.88	2.74	17.72
Commission and Incentive Expenses	55.57	106.15	90.34	67.66
Exhibition Expense	16.87	11.80	4.70	0.93
<b>Total</b>	<b>605.78</b>	<b>772.73</b>	<b>608.85</b>	<b>529.55</b>

**NOTE – Y**  
**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**



(Rs. in Lakhs)

Particulars	As at			
	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts (TDS Defaults)*	0.35	0.10	0.10	0.10
Guarantees given on Behalf of the Company				
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-
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	-	-	-	-
<b>Total</b>	<b>0.35</b>	<b>0.10</b>	<b>0.10</b>	<b>0.10</b>

Note:

\* As of 31.03.2024, Balance of Claims against the company not acknowledged as debts (TDS Defaults) is Rs. 34610. This balance has increased as a result of an increase in outstanding demand of Rs. 24720 during the FY 23-24 till 31.12.2024.

\*\*The Company has been issued an Order under section 73 of the CGST Act, 2017 – In form of GST DRC-07 dated:- 25/12/2023. According to the department, demand is created for the various reasons as mentioned in the said order along with the interest and penalty liabilities thereon for tax period Jul-17 to Mar-18 amounting to Rs. 70,008/-.

**NOTE – Z****RESTATEMENT OF RELATED PARTY TRANSACTIONS****(a) 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	Pulin K. Vaidhya	Managing Director
2	Amisha P. Vaidhya	Director
3	Kumudchandra B. Vaidhya	Director
4	Axis Druckfarben LLP	Entity in which Relative of KMP are interested
5	Fluidtech Corporation	Entity in which KMP are interested
6	Aztec Fluids & Machinery	Entity in which KMP are interested
7	Jet Inks Private Limited	Entity in which KMP are interested

**(b) Transaction with related Parties :-**

(Rs. In Lakhs)

SI No.	Particulars	For the financial year/Period ended			
		31-12-2023	2022-23	2021-22	2020-21
<b>1</b>	<b>Remuneration Paid to Directors</b>				
i)	Pulin K. Vaidhya	56.25	75.00	63.00	57.50
ii)	Amisha P. Vaidhya	40.50	54.00	57.00	52.70
<b>2</b>	<b>Interest on Unsecured loan</b>				
i)	Pulin K. Vaidhya	0.69	0.43	5.75	15.62
ii)	Amisha P. Vaidhya	9.62	16.20	14.56	19.17
iii)	Kumudchandra B. Vaidhya	<b>0.79</b>			
<b>3</b>	<b>Rent Expenses</b>				
i)	Pulin K. Vaidhya	1.00	9.90	15.00	18.00
ii)	Amisha P. Vaidhya	1.00	9.90	15.00	18.00
<b>4</b>	<b>Sales of Goods</b>				
i)	Axis Druckfarben LLP	403.58	556.26	465.05	318.62
ii)	Jet Inks Private Limited	46.13			
<b>5</b>	<b>Purchase of Goods</b>				
i)	Axis Druckfarben LLP	6.22	6.55	23.85	41.36
ii)	Fluidtech Corporation	481.99	191.44	168.96	-

iii)	Aztec Fluids & Machinery	-	-	19.33	-
<b>6</b>	<b>Professional Fees</b>				
i)	Kumudchandra B. Vaidhya	3.75	9.00	-	-
<b>7</b>	<b>On Account Transactions</b>				
i)	Aztec Fluids & Machinery (Amount rec. by company on behalf the entity)	-	10.12	73.65	4.80
<b>8</b>	<b>Loan Taken by the Company</b>				
i)	Pulin K. Vaidhya	0.62	15.43	5.75	15.62
ii)	Amisha P. Vaidhya	6.02	16.20	14.56	29.17
iii)	Kumudchandra B. Vaidhya	-	11.60	-	-
<b>9</b>	<b>Loan Paid back by the Company</b>				
i)	Pulin K. Vaidhya	10.00	4.56	125.57	68.67
ii)	Amisha P. Vaidhya	10.00	88.84	1.89	1.44
iii)	Aztec Fluids & Machinery	-	-	-	11.42
<b>10</b>	<b>Deposit taken by the company</b>				
i)	Fluidtech Corporation	2.00	-	-	-
<b>11</b>	<b>Balance Outstanding( Liability)</b>				
	<b>Loan Payable Balances</b>				
i)	Pulin K. Vaidhya	5.90	15.28	4.41	124.24
ii)	Amisha P. Vaidhya	145.59	149.57	222.21	209.53
iii)	Kumudchandra B. Vaidhya	11.60	11.60	-	-
	<b>Remuneration Payables</b>				
i)	Pulin K. Vaidhya	3.85	3.85	12.50	19.30
ii)	Amisha P. Vaidhya	2.70	2.70	1.36	7.11
<b>12</b>	<b>Balance Outstanding</b>				
	<b>Trade Receivables</b>				
i)	Axis Druckfarben LLP	74.66	109.27	84.06	37.78
	<b>Trade Payables</b>				
i)	Axis Druckfarben LLP	2.09	2.60	3.32	0.93
ii)	Fluidtech Corporation	83.97	(0.01)	-	-
	<b>Deposit Liability</b>				
i)	Fluidtech Corporation	0.00	-	-	-
	<b>On Account Transactions Balances</b>				
i)	Aztec Fluids & Machinery	-	-	10.12	83.77

**NOTE – AA**  
**RESTATED STATEMENT OF TAX SHELTER**

(Rs. In Lakhs)

Particulars	As at			
	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Restated profit before tax as per books (A)	609.41	430.88	413.97	342.70
Tax Rates				
Income Tax Rate (%)	25.17%	25.17%	25.17%	27.82%
Minimum Alternative Tax Rate (%)	0.00%	0.00%	0.00%	0.00%
Adjustments :				
Income Considered Separately	17.92	17.34	46.87	25.95
Disallowed	20.30	8.01	2.60	10.15
Timing Difference (C)				
Book Depreciation	19.19	29.66	31.91	38.45
Income Tax Depreciation allowed	24.18	27.39	28.32	29.95
Total Timing Difference	(4.99)	2.28	3.60	8.50
Allowed	4.39			
Net Adjustment D= (B+C)	(7.00)	(7.05)	(40.68)	(7.30)

Tax Expenses				-
Income from Capital Gains (E)	15.04	6.77	35.54	7.77
Income from Other Sources (G)	2.19	8.76	11.33	16.18
Deduction under chapter VI (H)	0	0	-	-
Taxable Income/(Loss) (A+D+E+G-H)	619.64	439.36	420.16	359.35
Income Tax on Above	155.95	110.58	105.75	99.97
MAT on Book Profit				
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal
Interest Payable	0	0	0	0.54
Total Provision for Tax	155.95	110.58	105.75	100.51

**NOTE - AB**  
**CAPITALISATION STATEMENT**

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	225.83	*
Long Term Debt (B)	340.11	*
<b>Total debts (C)</b>	<b>565.95</b>	*
<b>Shareholders' funds</b>		
Equity share capital	1,000.00	*
Reserve and surplus - as restated	986.34	*
<b>Total shareholders' funds</b>	<b>1986.34</b>	*
<b>Long term debt / shareholders funds (in Rs.)</b>	<b>0.17</b>	*
<b>Total debt / shareholders funds (in Rs.)</b>	<b>0.28</b>	*

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**NOTE – AC**  
**RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Rs. in Lakhs except Per Share Data)

Particulars	As at			
	31-12-2023	31-03-2023	31-03-2022	31-03-2021
Net Worth (A)	1,986.34	1,535.60	1,238.56	958.92
Adjusted Profit after Tax (B)	450.74	327.38	311.25	246.28
Number of Equity Share outstanding as on the End of Year/Period Ended ( c )	10,000,000	20,00,000	10,000	10,000
Weighted average no of Equity shares at the End of the Year/Period Ended (D)	10,000,000	1,00,00,000	1,00,00,000	1,00,00,000
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic Earnings Per Share (Rs.) (B/D)	4.51	3.27	3.11	2.46
Restated Diluted Earnings Per Share (Rs.) (B/D)	4.51	3.27	3.11	2.46
Return on Net worth (%) (B/A)	22.69%	21.32%	25.13%	25.68%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	19.86	76.78	12,385.62	9,589.20
Net asset value per share (A/D) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	19.86	15.36	12.39	9.59
EBITDA	577.35	465.84	406.14	351.17

Notes:-

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).
- 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 + Interest Expenses - Other Income.

#### NOTE-AD

#### RESTATED STATEMENT OF OTHER DISCLOSURES AS PER SCHEDULE-III OF THE COMPANIES ACT, 2013

##### 1. Value of imports calculated on C.I.F basis by the company during the financial year in respect of

Particulars	As at 31 Dec 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
i) Purchases of Stock-in-Trade	2598.44	2,658.94	2,320.77	1,524.79
ii) Plant & Machinery/Equipments	-	3.34	6.26	-
<b>TOTAL</b>	<b>2598.44</b>	<b>2,662.28</b>	<b>2,327.04</b>	<b>1,524.79</b>

##### 2. Expenditure in foreign currency during the financial year

Particulars	As at 31 Dec 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
i) Salary Expenses	17.07	23.53	6.93	-
ii) Bonus Expenses	6.88			

##### 3. Earnings in foreign exchange

Particulars	As at 31 Dec 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
i) Export of goods	261.06	160.24	295.12	167.67

##### 4. Auditors' Remuneration

Particulars	As at 31 Dec 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
i) For Audit Fees	-	0.50	0.45	0.40
ii) For Other Services	-	0.15	0.15	0.08
<b>TOTAL</b>	<b>-</b>	<b>0.65</b>	<b>0.60</b>	<b>0.48</b>

##### 5. Foreign Exchange exposure as on year end are as under:

Particulars	As at 31 Dec 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
i) Amount Receivable	75.03	74.90	112.15	55.93
ii) Advance received for supply of goods	0.00	4.85	0.68	-
<b>TOTAL</b>	<b>75.03</b>	<b>79.75</b>	<b>112.83</b>	<b>55.93</b>

**NOTE – AE**  
**RATIO ANALYSIS AND ITS ELEMENTS**

<b>Particulars</b>	<b>31-12-2023</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	<b>Variation between FY 23 &amp; FY 22</b>	<b>Variation between FY 22 &amp; FY 21</b>	<b>Reason for Variation between FY 23 &amp; FY 22</b>	<b>Reason for Variation between FY 22 &amp; FY 21</b>
1. Current Ratio	1.34	1.55	1.51	1.71	2.78%	-11.84%	NA	NA
2. Debt Equity Ratio	0.28	0.37	0.45	0.54	-17.90%	-16.85%	NA	NA
3. Debt Service Coverage Ratio	21.86	8.20	4.44	4.36	84.49%	1.93%	Due to repayment of various loans & increase in overall profitability of the company	NA
4. Return On Equity Ratio	25.60%	23.60%	28.33%	29.40%	-16.68%	-3.66%	NA	NA
5. Inventory Turnover ratio	11.94	24.98	27.63	29.29	-9.59%	-5.67%	NA	NA
6. Trade Receivable Turnover Ratio	4.63	5.36	4.83	4.09	10.94%	18.11%	NA	NA
7. Trade Payable Turnover Ratio	3.54	4.96	5.72	4.03	-13.35%	42.18%	NA	Due to increase in import purchase to fulfilled the contractual requirements
8. Net Capital Turnover Ratio	7.28	8.12	7.82	4.64	3.86%	68.41%	NA	Due to increase in amount of working capital
9. Net Profit Ratio	8.85%	6.03%	6.81%	7.27%	-11.38%	-6.29%	NA	NA
10. Return on Capital Employed	25.38%	22.07%	24.86%	26.51%	-11.22%	-6.22%	NA	NA
11. Return On Investment	4.53%	6.57%	14.61%	7.31%	-55.03%	99.86%	Due to low Investments with low returns are removed from the portfolio.	Due to high return on investment Amount

### **OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company as at and for the nine months period ended December 31, 2023 and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.aztecindia.org](http://www.aztecindia.org).

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 the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) 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 BRLM, 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.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

<b>Particulars</b>	<b>December 31, 2023</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Profit After Tax (₹ in lakhs)	450.74	327.38	311.25	246.28
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares)	4.51	3.27	3.11	2.46
Return on Net Worth (%)	22.69%	21.32%	25.13%	25.68%
NAV per Equity Shares (Based on Actual Number of Shares)	19.86	76.78	12,385.62	9,589.20
NAV per Equity Shares (Based on Weighted Average Number of Shares)	19.86	15.36	12.39	9.59
Earnings before interest, tax, depreciation and amortization (EBITDA)	577.35	465.84	406.14	351.17

**FINANCIAL INFORMATION OF JET INKS PRIVATE LIMITED**

As per SEBI (ICDR) Regulations, if the proceeds, fully or partly, directly or indirectly, is to be used for acquisition of one or more material businesses or entities, the audited statements of balance sheets, profit and loss, cash flow for the latest three financial years to the business or subsidiary proposed to be acquired shall be included in the offer document/offer document.

In accordance with the aforementioned regulation, we have presented below the audited financial statements of Jet Inks Private Limited consisting of Balance Sheet, Profit & Loss statement and Cash flow statement for F.Y. 2022-23, 2021-22 and F.Y. 2020-21. For further details of Jet Inks Private Limited, please refer to chapter titled “Objects of Issue” beginning on page 63 of this RHP.

**Jet Inks Private Limited  
Statement of Assets and Liabilities**

(Rs. in lakhs)

Particulars		As	at	As	at	As	at
		31 March 2023	31 March 2022	31 March 2022	31 March 2021	31 March 2021	31 March 2021
<b>A</b>	<b>EQUITY AND LIABILITIES</b>						
1	Shareholders' funds						
(a)	Share capital	450.00	450.00	450.00	450.00	450.00	450.00
(b)	Reserves and surplus	957.13	943.15	872.42	872.42	872.42	872.42
		1,407.13	1,393.15	1,322.42	1,322.42	1,322.42	1,322.42
2	Non-current liabilities						
(a)	Long-term borrowings	42.81	8.75	104.60	104.60	104.60	104.60
(b)	Long-term provisions	53.31	46.32				
		96.13	55.07	104.60	104.60	104.60	104.60
3	Current liabilities						
(a)	Short-term borrowings	954.47	976.71	695.92	695.92	695.92	695.92
(b)	Trade Payables						
	iii) Total outstanding dues of micro and small enterprises	74.84	68.84	96.19	96.19	96.19	96.19
	v) Total outstanding dues to creditors other than micro and small enterprises.	179.75	465.34	240.91	240.91	240.91	240.91
(c)	Other current liabilities	338.75	356.26	232.84	232.84	232.84	232.84
(d)	Short-term provisions	39.31	22.67	98.65	98.65	98.65	98.65
		1,587.12	1,889.82	1,364.52	1,364.52	1,364.52	1,364.52
	<b>TOTAL</b>	<b>3,090.37</b>	<b>3,338.04</b>	<b>2,791.53</b>	<b>2,791.53</b>	<b>2,791.53</b>	<b>2,791.53</b>
	<b>ASSETS</b>						
1	Non-current assets						
(a)	Property, plant and equipment and Intangible assets						
	(i) Property, plant and equipment	52.82	81.15	89.86	89.86	89.86	89.86
		52.82	81.15	89.86	89.86	89.86	89.86
(b)	Non-current investments						
(c)	Deferred tax assets (net)	28.69	26.95	13.23	13.23	13.23	13.23
(d)	Long-term loans and advances	29.97	163.38	44.68	44.68	44.68	44.68
		58.65	190.33	57.91	57.91	57.91	57.91
2	Current assets						
(a)	Inventories	1,165.09	1,027.96	673.25	673.25	673.25	673.25
(b)	Trade receivables	952.23	1,151.70	1,105.22	1,105.22	1,105.22	1,105.22
(c)	Cash and cash equivalents	3.07	8.41	235.75	235.75	235.75	235.75
(d)	Short-term loans and advances	596.46	620.05	604.71	604.71	604.71	604.71
(e)	Other current assets	262.05	258.43	24.84	24.84	24.84	24.84
		2,978.90	3,066.56	2,643.76	2,643.76	2,643.76	2,643.76
	<b>Total</b>	<b>3,090.37</b>	<b>3,338.04</b>	<b>2,791.53</b>	<b>2,791.53</b>	<b>2,791.53</b>	<b>2,791.53</b>

**Jet Inks Private Limited**  
**Statement of Profit and Loss**

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021
<b>1</b>	<b>Income</b>		
(a)	3,900.31	3,636.38	3,926.97
(b)	36.42	24.15	100.67
	<b>3,936.73</b>	<b>3,660.54</b>	<b>4,027.64</b>
<b>2</b>	<b>Expenses</b>		
(a)	2,471.27	2,342.70	1,941.10
(b)	44.76	165.00	-
(c)	592.68	430.48	1,164.59
(d)	642.65	512.34	717.11
	<b>3,751.36</b>	<b>3,450.52</b>	<b>3,822.80</b>
<b>3</b>	<b>185.36</b>	<b>210.02</b>	<b>204.85</b>
	<b>Earnings before, interest, tax, depreciation and amortization (EBITDA) (1 - 2)</b>		
4	129.55	87.54	100.54
5	25.73	37.80	37.34
<b>6</b>	<b>30.09</b>	<b>84.67</b>	<b>66.97</b>
	<b>Profit before tax (3 - 4 - 5=6)</b>		
<b>7</b>	<b>Tax expense:</b>		
a)	17.85	73.11	35.63
b)	-1.74	-13.71	-6.35
c)	-	4.54	-
	16.11	13.94	29.28
	13.98	70.73	37.69
	<b>Net current tax expense</b>		
	<b>Profit / (loss) for the year</b>		
	<b>Earnings / (loss) per equity share</b>		
	0.31	1.57	0.84
	<b>Basic</b>		
	0.31	1.57	0.84
	<b>Diluted</b>		



**Jet Inks Private Limited**  
**Cash flow Statement**

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2021
<b>Cash flows from operating activities</b>			
Profit before provision for tax and extra ordinary items	30.09	84.67	66.97
Adjustments for non-cash and non-operational items			
Depreciation	25.73	37.80	37.34
Interest and financial charges	129.55	87.54	100.54
Profit on Foreign exchange	-19.11	-5.64	-84.56
Profit on sale of Fixed asset	-4.16	-	
Interest on Deposits	-2.99	-6.80	-7.97
Changes in operating assets and liabilities			
Current Assets:			
(Increase) / Decrease in Inventories	-137.12	-354.72	137.01
(Increase) / Decrease in Trade Receivables	218.58	162.00	-179.84
(Increase) / Decrease in Short Term Loans & Advance	23.59	-15.34	-7.92
Increase / (Decrease) in Other Current Assets	-3.62	-35.55	0.70
(Increase) / Decrease in Long Term Loans & Advance	133.41	-118.70	17.38
Current Liabilities:			
Increase / (Decrease) in Trade Payables	-279.59	-19.40	-148.99
Increase / (Decrease) in Other Current Liabilities	-17.51	-60.99	39.27
Increase / (Decrease) in Short term provision	-	-14.28	83.21
Increase / (Decrease) in Long term provision	6.99	-	-
	<b>103.85</b>	<b>-259.40</b>	<b>53.13</b>
Taxes paid	-1.21	-43.04	-
<b>Net cash used in operating activities</b>	<b>102.64</b>	<b>-302.44</b>	<b>53.13</b>
<b>Cash flow from Investing activities</b>			
Purchase of Fixed Assets	-5.39	-29.09	40.33
Sale of Fixed Assets	12.15	-	-
Interest received on Deposits	2.99	6.80	22.23
Investment in fixed deposit			-0.14
<b>Net cash used in investing activities</b>	<b>9.74</b>	<b>-22.30</b>	<b>62.42</b>
<b>Cash flows from financing activities</b>			
Net movement in long term borrowings	34.06	-95.85	93.57
Net movement in short term borrowings	-2214	280.79	-
Interest and financial charges paid	-129.55	-87.54	-100.54
<b>Net cash (used in) / generated by financing activities</b>	<b>-117.73</b>	<b>97.40</b>	<b>-6.97</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>-5.34</b>	<b>-227.34</b>	<b>108.58</b>
<b>Opening balance of cash and cash equivalents</b>	<b>8.41</b>	<b>235.75</b>	<b>136.29</b>
<b>Closing balance of cash and cash equivalents</b>	<b>3.07</b>	<b>8.41</b>	<b>235.75</b>

**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,  
**The Board of Directors**  
**AZTEC FLUIDS & MACHINERY LIMITED**  
 5th Floor, Takshashila Square,  
 Krishna Baug Cross Road, Maninagar,  
 Opposite Sankalp Restaurant,  
 Ahmedabad - 380 008  
 Gujarat, India

Dear Sir,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of AZTEC FLUIDS & MACHINERY LIMITED (CIN: U24100GJ2010PLC060446) having registered office at above mentioned address and 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 sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31<sup>st</sup> December, 2023 are mentioned below.

**A. SECURED LOANS**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**(Rs. In Lakhs)**

Sr. No.	Name of Bank	Secured Against	Terms of Repayment	Rate of Interest	Amount
					31-12-2023
1	Kotak Mahindra Prime Ltd	Hypothecation of Audi Car	Repayable in 60 equated monthly instalment of Rs.59940/- commencing from 01/10/2019	9.00%	8.56
2	ICICI Bank	Hypothecation of Wagon-R	Repayable in 36 equated monthly instalment of Rs.20089/- commencing from 29/12/2022	9.00%	4.56
3	ICICI Bank Car Loan A/c	Hypothecation of ECO Car	Repayable in 36 equated monthly instalment of Rs.12575/- commencing from 05/02/2021	8.20%	0.12
4	ICICI Bank - Term Loan - 603090028487	Movable and Immovable	7 Years from the date of first disbursement - 84 Instalments - Amt. of Inst. - 178571.43	9.25%	61.42
5	ICICI Bank - Term Loan - 603090029223				31.94
6	ICICI Bank - Term Loan - 603090029244				42.08

7	ICICI Bank - Term Loan - 603090030288	Properties and Current Assets			3.06
8	ICICI Bank ECLDISB Loan A/c	Second Charge by hypothecation of stocks, receivables, Properties as specified and Movable fixed assets except vehicles	Repayable After 24 Months	8.25%	32.00
9	ICICI Bank Buyer's Credit A/c	Against FD	Payable on demand	3 Months SOFR Rate plus handing charges	175.62
10	HDFC VOLVO CAR LOAN A/C. 146003973	Hypothecation of VOLVO car	Repayable in 60 equated monthly instalment of Rs.136623/- commencing from 07/11/2023		64.87
	<b>Total</b>				<b>424.23</b>

#### B. UNSECURED LOANS

Sr. No.	Name of Bank	Rate of Interest	Terms of Repayment	Amount
				31-12-2023
1	Pulin Vaidhya	9.00%	Not Stipulated	5.90
2	Kumudchandra Vaidhya	9.00%	Not Stipulated	12.31
3	Amisha Vaidhya	9.00%	Not Stipulated	123.52
	<b>Total</b>			<b>141.73</b>

For K A R M A & C O L L P  
 CHARTERED ACCOUNTANTS  
 Firm's Reg. No. 127544W/W100376

Sd/-

CA JIGNESH A DHADUK

**PARTNER**

**Peer Review Certificate Number: 013252**

**M. NO.: 129149**

**PLACE: AHMEDABAD**

**DATE: 25-04-2024**

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 138. You should also read the section titled “Risk Factors” on page 22 and the section titled “Forward Looking Statements” on page 16 of this Red Herring 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 January 18, 2024 which is included in this Red Herring 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**

Since 2015, we are an exclusive distributor of Lead Tech (Zhuhai) Electronic Co. Ltd., China for CIJ Printers, TTO Printers and a range of associated equipment and accessories for various countries such as India, Sri Lanka, Nepal, Bhutan, Bangladesh, Kenya and Nigeria. The other type of printers such as DOD and NIJ are imported by us from other foreign suppliers. After import of printers, based on the customers’ requirements we carry out certain functions such as printer configuration & stand installation (if required). We also carry the necessary testing and trial run to check the desired output of printers.

We procure inks from Fluidtech Corp (“Fluidtech”), a partnership firm of our Promoters, Mr. Pulin Vaidhya and Mrs. Amisha Vaidhya with which we have entered into a manufacturing and supply agreement dated December 22, 2023. Fluidtech specializes in manufacturing a diverse colours of inks, including red, black, yellow, white, green, pink and UV, which are used in the printers in which we deal in. We also have a manufacturing setup at Vatva, Ahmedabad from where we manufacture printer consumable items i.e. makeup and cleaning solvents as well as inks as per requirement basis. As on date of this RHP, we own two registered patents on the cartridge design in which the inks and makeup are filled. The cartridges are purchased by us from a local manufacturer, which manufactures the cartridges as per our design specifications. In order to shield from the risks associated with counterfeit products, we embed a PCB chipset on each cartridge for identification purpose.

With our registered office in Ahmedabad, we own a warehouse at Survey 252, Kanera, Kheda, Gujarat, primarily for storing imported printers. To support our growth initiatives, we’ve recently acquired a substantial land parcel covering two plots at Survey No. 331 and 333 in Kanera, Kheda, Gujarat, measuring a total area of 7,689 square meters. These plots are strategically located in close proximity to our existing warehouse. The building construction work, encompassing the ground and first floor, has been completed at Survey No. 333. This newly constructed space will be dedicated to printer assembling, configuring, testing, and other relevant activities. Currently, our printer testing and repairing operations are conducted at Maninagar and Vatva, both located in Ahmedabad, Gujarat.

### **Key Performance Indicators of our Company**

<b>Key Financial Performance</b>	<b>Apr.’23 – Dec.’23</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Revenue from operations <sup>(1)</sup>	5092.86	5,426.11	4,571.55	3,389.94
EBITDA <sup>(2)</sup>	577.35	465.84	406.14	351.17
EBITDA Margin <sup>(3)</sup>	11.34%	8.59%	8.88%	10.36%
PAT <sup>(4)</sup>	450.74	327.38	311.25	246.28
PAT Margin <sup>(5)</sup>	8.85%	6.03%	6.81%	7.27%
RoE(%) <sup>(6)</sup>	25.60%	23.60%	28.33%	29.40%
RoCE (%) <sup>(7)</sup>	25.38%	22.07%	24.86%	26.51%

#### **Notes:**

(1) Revenue from operation means revenue from sales, service and other operating revenues.

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

(4) PAT is taken as Profit after Tax for the period/year.

(5) ‘PAT Margin’ is calculated as Profit after Tax for the period /year divided by revenue from operations.

(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability (net)

#### **Explanation for KPI metrics:**

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

### 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 *Error! Bookmark not defined.* of this Red Herring 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 22 of this Red Herring 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's 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 inability to successfully implement its growth strategy and expansions 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;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Global distress due to pandemic, war or by any other reason.

### Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the period ended on 30<sup>th</sup> September, 2023 and financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	For the 9 months period ended 31st Dec, 2023	% of Total Income	For the year ended 31st March, 2023	% of Total Income	For the year ended 31st March, 2022	% of Total Income	For the year ended 31st March, 2021	% of Total Income
	Rs. In lakhs		Rs. In lakhs		Rs. In lakhs		Rs. In lakhs	
Revenue from operations	5092.86	98.27%	5,426.11	99.51%	4,571.55	98.47%	3,389.94	97.76%
Other Income	89.52	1.73%	26.86	0.49%	71.01	1.53%	77.81	2.24%
<b>Total Income</b>	<b>5182.38</b>	<b>100.00%</b>	<b>5,452.97</b>	<b>100%</b>	<b>4,642.56</b>	<b>100%</b>	<b>3,467.75</b>	<b>100.00%</b>

<b>Expenses</b>								
Cost of materials consumed	2989.84	<b>57.69%</b>	3,383.79	62.05%	2,899.13	62.45%	2,059.74	59.40%
Purchases of stock-in-trade	406.14	<b>7.84%</b>	191.44	3.51%	168.96	3.64%	-	-
Changes in inventories of finished goods & WIP	(37.78)	<b>-0.73%</b>	-	-	-	-	-	-
Employee benefits expenses	548.63	<b>10.59%</b>	605.68	11.11%	483.21	10.41%	440.76	12.71%
Finance costs	41.16	<b>0.79%</b>	38.78	0.71%	36.53	0.79%	56.55	1.63%
Depreciation and amortisation expense	19.19	<b>0.37%</b>	29.66	0.54%	31.91	0.69%	38.45	1.11%
Other Expense	605.78	<b>11.69%</b>	772.73	14.17%	608.85	13.11%	529.55	15.27%
<b>Total Expenses</b>	<b>4572.97</b>	<b>88.24%</b>	<b>5,022.08</b>	<b>92.10%</b>	<b>4,228.59</b>	<b>91.08%</b>	<b>3,125.06</b>	<b>90.12%</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>	<b>609.41</b>	<b>11.76%</b>	<b>430.88</b>	<b>7.90%</b>	<b>413.97</b>	<b>8.92%</b>	<b>342.70</b>	<b>9.88%</b>
<b>Exceptional and Extraordinary items</b>	-	-	-	-	-	-	-	-
<b>Profit Before Tax</b>	<b>609.41</b>	<b>11.76%</b>	<b>430.88</b>	<b>7.90%</b>	<b>413.97</b>	<b>8.92%</b>	<b>342.70</b>	<b>9.88%</b>
<b>Tax Expense:</b>								
(a) Current tax expense	154.12	2.97%	110.00	2.02%	106.00	2.28%	99.85	2.88%
(b) Short/(Excess) Provision of Earlier Year	<b>(1.04)</b>	-0.02%	-0.10	0.00%	-	-	-0.09	0.00%
(c) Deferred Tax	5.59	0.11%	-6.40	-0.12%	-3.29	-0.07%	-3.35	-0.10%
<b>Profit After Tax</b>	<b>450.74</b>	<b>8.70%</b>	<b>327.38</b>	<b>6.00%</b>	<b>311.25</b>	<b>6.70%</b>	<b>96.41</b>	<b>2.78%</b>

**Revenue from operations:**

Revenue from operations mainly consists of sale of Printers, Makeup, inks, cleaning solvent, AMC charges and related spares, accessories and other items. It also consists sale of scrap and operating income from Export Duty Drawback and MEIS license sale income.

**Other Income:**

Our other income primarily comprises of Gain on Sale of Mutual Funds, Profit on Sale of Vehicle, Currency Rate Differences, Balance Written Off, Interest from Fixed Deposits, Interest on IT Refund etc.

**Expenses:**

Company's expenses consist of Cost of materials Consumed, Purchases of stock-in-trade, Change in inventories of finished goods, work in progress and stock in trade, Employee benefits expenses, Finance costs, Depreciation and amortization expense and Other Expense.

**Cost of Raw material consumed:**

Our raw material consumption comprises of purchase of material, changes in the inventory of raw material for manufacturing the end products.

**Purchases of stock-in-trade:**

Our purchase of stock-in-trade comprises purchase of Inks as stock.

**Change in inventories of finished goods, work in progress and stock in trade:**

Our changes in the inventory comprises of Change in inventories of finished goods.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salary and Wages, Including Bonus & Incentive Remuneration to Directors & MD, Contribution to PF and Other Funds, Staff Welfare Expenses and Gratuity Expense.

**Finance Costs:**

Our finance cost includes Interest expense and Other Borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Property, Plant & Equipment's, furniture and intangible assets etc.

**Other Expenses:**

Our other expenses include Discount on Sales, Freight & Transportation Expenses, Inspection and Lab Testing Charges, C & F Charges, Custom Duty Expenses, Packing Expenses, Worker Salary Expenses, Stores & Spares, Audit Fees, Currency Rate Differences, Donation Expenses, Bad Debts, Legal & Professional Expenses, Telephone Expenses, Rent Expenses, Repairs and Maintenance, Repairs to Buildings, Repairs of Machinery, Repairs of Others, Petrol Expenses Travelling Expenses, Security and Safety Charges, Sundry Balance Written off, Interest and Late Fees on Statutory Dues, Insurance Expenses, Internet Expenses, Kasar and Vata, Office Expenses, Postage and Courier Expenses, Web Servicing Expenses, BIS Licence Registration Fees, Other Membership, Licence and Subscription Fees, Stationery and Printing Expenses, Tea and Refreshment Expenses, Software Programming Expenses, Preliminary Expense written off, ROC Compliance Fees, Electrical Expenses, Electricity Expenses, Entertainment Expenses, Rates and Taxes, Advertisement Expenses, Commission and Incentive Expenses and Exhibition Expense.

**Details of Period ended December 31, 2023 (Based on Restated Financial Statements)****Total Income:**

Total income for the period ended December 31, 2023 stood at Rs. 5182.38 Lakhs. Total income consists of revenue from operation and other Income.

**Revenue from Operations:**

Revenue from operations for the period ended December 31, 2023 stood at Rs. 5092.86 Lakhs. Revenue from operations mainly consists of sale of manufactured goods, traded goods and related services. It also consists sale of scrap and operating income from Export Duty Drawback and MEIS license sale income

**Other Income:**

Other Income for the period ended December 31, 2023 stood at Rs. 89.52 Lakhs. Our other income primarily comprises of Gain on Sale of Mutual Funds, Currency Rate Differences, Balance Written Off, Interest from Fixed Deposits and Interest on IT Refund.

**Total Expenses:**

Total Expenses for the period ended December 31, 2023 stood at Rs. 4572.97 Lakhs. Company's expenses consist of Cost of materials Consumed, Purchases of stock-in-trade, Change in inventories of finished goods, work in progress and stock in trade, Employee benefits expenses, Finance costs, Depreciation and amortization expense and Other Expense.

**Cost of Raw material consumed:**

Cost of Raw material consumed for the period ended December 31, 2023 stood at Rs. 2989.84 Lakhs. Our Raw Material Consumption comprises of purchase of material, changes in the inventory of raw material for manufacturing the end products.

**Purchases of stock-in-trade:**

Our purchase of stock-in-trade for the period ended December 31, 2023 stood at Rs. 208.17 Lakhs. It comprises purchase of Inks as stock-in-trade.

**Change in inventories of finished goods, work in progress and stock in trade:**

Change in inventories for the period ended December 31, 2023 stood at Rs. (37.78) Lakhs. Our changes in the inventory comprises of changes in the finished goods.

**Employee benefits expense:**

Employee benefit expenses for the period ended December 31, 2023 stood at Rs. 548.63 Lakhs. Our employee benefits expense primarily comprises of Salary and Wages, Including Bonus & Incentive Remuneration to Directors & MD, Contribution to PF and Other Funds, Staff Welfare Expenses and Gratuity Expense.

**Finance costs:**

Finance Cost for the period ended December 31, 2023 stood at Rs. 41.16 Lakhs. Our finance cost includes Interest expense and Other Borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation for the period ended December 31, 2023 stood at Rs. 19.19 Lakhs. Depreciation includes depreciation on Property, Plant & Equipment's, furniture and intangible assets etc.

**Other expense:**

Other expenses for the period ended December 31, 2023 stood at Rs. 605.78 Lakhs. Our other expenses include Discount on Sales, Freight



& Transportation Expenses, Inspection and Lab Testing Charges, C & F Charges, Custom Duty Expenses, Packing Expenses, Worker Salary Expenses, Stores & Spares, Audit Fees, Currency Rate Differences, Donation Expenses, Bad Debts, Legal & Professional Expenses, Telephone Expenses, Rent Expenses, Repairs and Maintenance, Repairs to Buildings, Repairs of Machinery, Repairs of Others, Petrol Expenses Travelling Expenses, Security and Safety Charges, Sundry Balance Written off, Interest and Late Fees on Statutory Dues, Insurance Expenses, Internet Expenses, Kasar and Vatav, Office Expenses, Postage and Courier Expenses, Web Servicing Expenses, BIS Licence Registration Fees, Other Membership, Licence and Subscription Fees, Stationery and Printing Expenses, Tea and Refreshment Expenses, Software Programming Expenses, Preliminary Expense written off, ROC Compliance Fees, Electrical Expenses, Electricity Expenses, Entertainment Expenses, Rates and Taxes, Advertisement Expenses, Commission and Incentive Expenses and Exhibition Expense.

**Restated Profit/ (Loss) before tax:**

Restated Profit before tax for the period ended December 31, 2023 stood at Rs. 609.41 Lakhs.

**Restated Profit/ (Loss) after tax:**

Restated Profit after tax for the period ended December 31, 2023 stood at Rs. 450.74 Lakhs.

**Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2022-23 stood at Rs. 5,452.97 Lakhs as compared to Rs. 4,642.56 Lakhs in financial year 2021-22 representing an increase of 17.46%. Such Increase was due to increase in business operations of the Company.

**Revenue from Operations:**

During the financial year 2022-23, the revenue from operations of our company increased to Rs. 5,426.11 Lakhs as against Rs. 4,571.55 Lakhs in financial year 2021-22, representing an increase of 18.69%. The main reason of increase was due to increase in the sale of Printers from 1450.11 Lakhs in the FY. 2021-22 as compared to Rs. 1694.60 Lakhs in the financial year 2022-23 representing an increase of 16.86% and sale of manufactured goods (make up, wash and ink) from 2268.62 Lakhs in the FY. 2021-22 as compared to Rs. 2760.90 Lakhs in the financial year 2022-23 representing an increase of 21.70%.

**Other Income:**

During the financial year 2022-23, the other income of our company decreased to Rs. 26.86 Lakhs as against Rs. 71.01 Lakhs in financial year 2021-22, representing a decrease of 62.17%. The decrease in other income was due to decrease in Currency Rate Differences from 24.14 lakhs in the FY. 2021-22 as compared to Rs. 0.00 Lakhs in the FY. 2022-23 representing a decrease of 100% and decrease in Gain on Sale of Mutual Funds from Rs. 35.54 Lakhs in the FY. 2021-22 as compared to Rs. 8.59 Lakhs in FY 2022-23 representing a decrease of 75.84%.

**Total Expenses:**

Total expenses for the financial year 2022-23 increased to Rs 5,022.08 Lakhs as compared to Rs. 4,228.59 Lakhs in financial year 2021-22 representing an increase of 18.76%. Such Increase was due to increase in the volume of business operations of the company.

**Cost of Raw material consumed:**

The cost of raw material consumed for the financial year 2022-23 stood at 3,383.79 Lakhs against Rs. 2,899.13 Lakhs in the Financial Year 2021-22 representing an increase of 16.72%. Such increase was due to increase in purchase of raw material from 2,997.63 Lakhs in FY. 2021-22 as compared to Rs. 3,348.56 Lakhs in FY 2022-23 representing an increase of 11.71% and also increase in opening stock from 62.25 Lakhs in FY. 2021-22 as compared to Rs. 160.75 Lakhs in FY 2022-23 representing an increase of 158.23%.

**Purchases of stock-in-trade:**

The Purchases of stock-in-trade for the financial year 2022-23 stood at 191.44 Lakhs against Rs. 168.96 Lakhs in the Financial Year 2021-22 representing an increase of 13.30%. Such increase in purchase of stock-in-trade due to increase in purchase of inks from 168.96 Lakhs in FY. 2021-22 as compared to Rs. 191.44 Lakhs in FY 2022-23 representing an increase of 13.30%

**Change in inventories of finished goods, work in progress and stock in trade:**

The Change in inventories of finished goods, work in progress for financial year 2022-23 has been reported Nil.

**Employee benefits expense:**

Our company has incurred Rs. 605.68 Lakhs as employee benefit expenses during the financials year 2022-23 as compared to Rs. 483.21 Lakhs in the financial year 2021-22 representing an increase of 25.34%. Such increase was due to increase in (i) Salary and Wages, Including Bonus & Incentive from 306.10 lakhs in FY. 2021-22 as compared to Rs. 394.79 Lakhs in FY. 2022-23 which amount to

increase of 28.97%; (ii) Staff welfare expenses from 25.86 lakhs in FY. 2021-22 as compared to Rs. 47.35 Lakhs in FY. 2022-23 which amount to increase of 83.09%; (iii) Gratuity from Rs. 8.42 lakhs in FY. 2021-22 as compared to Rs. 11.70 Lakhs in FY. 2022-23 which amount to increase of 38.97%;

**Finance costs:**

These costs were for the financial Year 2022-23 increased to Rs. 38.78 Lakhs as against Rs. 36.53 Lakhs during the financial year 2021-22, representing an increase of 6.17%. Such increase was due to increase in (i) Interest on Bill Discounting Facility (Buyer's Credit) from 1.16 lakhs in FY. 2021-22 as compared to Rs 8.15 Lakhs in FY. 2022-23 which amount to increase of 604.81%; (ii) Interest on Term Loan from 0.12 lakhs in FY. 2021-22 as compared to Rs. 2.85 Lakhs in FY. 2022-23 which amount to increase of 2363.55%; (iii) Interest on cash credit facility is decrease from Rs. 3.77 lakhs in FY. 2021-22 as compared to Rs. 0.86 Lakhs in FY. 2022-23 which amount to decrease of 77.20%.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2022-23 stood at Rs. 29.66 Lakhs as against to Rs. 31.91 Lakhs in financial year 2021-22 representing a decrease of 7.04%.

**Other expense:**

Our company has incurred Rs. 772.73 Lakhs as other expenses during the financials year 2022-23 as compared to Rs. 608.85 Lakhs in the financial year 2021-22 representing an increase of 26.92%. Such increase was due to increase in (i) Inspection and Lab Testing Charges from Rs. 2.18 lakhs in FY. 2021-22 as compared to Rs. 3.23 Lakhs in FY. 2022-23 which amount to increase of 48.16%; (ii) Custom duty Expenses from Rs. 29.39 lakhs in FY. 2021-22 as compared to Rs. 58.17 Lakhs in FY. 2022-23 which amount to increase of 97.94%; (iii) Bad debts from Rs. 16.51 lakhs in FY. 2021-22 as compared to Rs. 50.09 Lakhs in FY. 2022-23 which amount to increase of 203.34%; (iv) Repairs to Buildings from Rs. 0.43 lakhs in FY. 2021-22 as compared to Rs. 0.74 Lakhs in FY. 2022-23 which amount to increase of 71.93%; (v) Repairs of Machinery from Rs. 0.68 lakhs in FY. 2021-22 as compared to Rs. 2.30 Lakhs in FY. 2022-23 which amount to increase of 237.36%; (vi) Petrol Expenses from Rs. 9.17 lakhs in FY. 2021-22 as compared to Rs. 17.29 Lakhs in FY. 2022-23 which amount to increase of 88.56%; (vii) Travelling Expenses from Rs. 107.40 lakhs in FY. 2021-22 as compared to Rs. 165.08 Lakhs in FY. 2022-23 which amount to increase of 53.71%; (viii) Exhibition Expenses from Rs. 4.70 lakhs in FY. 2021-22 as compared to Rs. 11.80 Lakhs in FY. 2022-23 which amount to increase of 150.99%, (ix) Office Expenses from Rs. 4.11 lakhs in FY. 2021-22 as compared to Rs. 11.11 Lakhs in FY. 2022-23 which amount to increase of 170.08%, (x) Postage and Courier Expenses from Rs. 49.61 lakhs in FY. 2021-22 as compared to Rs. 70.01 Lakhs in FY. 2022-23 which amount to increase of 41.11%, (xi) Stationery and Printing Expenses from Rs. 2.81 lakhs in FY. 2021-22 as compared to Rs. 4.72 Lakhs in FY. 2022-23 which amount to increase of 67.98%, (xii) Currency rate difference from Rs. 0.00 lakhs in FY. 2021-22 as compared to Rs. 35.26 Lakhs in FY. 2022-23.

**Restated Profit/ (Loss) before tax:**

Restated Profit before Tax for the financial year 2022-23 was Rs. 430.88 Lakhs as compared to Restated profit before tax of Rs. 413.97 Lakhs during the financial year 2021-22 which amounts to increase was majorly due to factors as mentioned above.

**Restated Profit/ (Loss) after tax:**

Restated Profit after Tax for the financial year 2022-23 was Rs. 327.38 Lakhs as compared to Restated profit after tax of Rs. 311.25 Lakhs during the financial year 2021-22.

**Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2021-22 stood at Rs. 3467.75 Lakhs as compared to Rs. 4642.56 Lakhs in financial year 2020-21 representing an increase of 33.88%. The main reason for Increase was increase in revenue from operation and Other Operating revenue due to increase of Business operations.

**Revenue from Operations:**

During the financial year 2021-22, the revenue from operations of our company increased to Rs. 4571.55 Lakhs as against Rs. 3389.94 Lakhs in financial year 2020-21, representing an increase of 34.86%. The main reason of increase was due to increase in the sale of Printers from 1088.38 Lakhs in the FY. 2020-21 as compared to Rs. 1450.11 Lakhs in the financial year 2021-22 representing an increase of 33.24% and sale of manufactured goods (make up, wash and ink) from 1846.26 Lakhs in the FY. 2020-21 as compared to Rs. 2268.62 Lakhs in the financial year 2021-22 representing an increase of 22.88%. Sale of traded goods (Ink) from 0.00 Lakhs in the FY. 2020-21 as compared to Rs. 310.21 Lakhs in the financial year 2021-22.

**Other Income:**

During the financial year 2021-22, the other income of our company decreased to Rs. 71.01 Lakhs as against Rs. 77.81 Lakhs in financial

year 2020-21, representing a decrease of 8.74%. Such Decrease was due to decrease in Currency rate difference from Rs. 51.75 in FY 20-21 as compared to Rs. 24.14 Lakhs in FY. 21-22 representing a decrease of 53.35%.

**Total Expenses:**

Total expenses for the financial year 2021-22 increased to Rs. 4228.59 Lakhs as compared to Rs. 3125.06 Lakhs in financial year 2020-21 representing an increase of 35.31%.

**Cost of Raw material consumed:**

The cost of raw material consumed for the financial year 2021-22 stood at 2899.13 Lakhs against Rs. 2059.74 Lakhs in the Financial Year 2020-21 representing an increase of 40.75%. Such increase was due to increase in Purchase made during the year from 2032.23 Lakhs in 20-21 as compared to 2997.63 in FY. 21-22 representing an increase of 47.50%.

**Change in inventories of finished goods, work in progress and stock in trade:**

The Change in inventories of finished goods, work in progress for financial year 2021-22 has been reported Nil.

**Employee benefits expense:**

Our company has incurred Rs. 483.21 Lakhs as employee benefit expenses during the financials year 2021-22 as compared to Rs. 440.76 Lakhs in the financial year 2020-21 representing an increase of 9.63%. Such increase was due to increase in

(i) Salary and Wages, Including Bonus & Incentive from Rs. 269.42 Lakhs in 20-21 as compared to 306.10 in FY. 21-22 representing an increase of 13.62%; (ii) Gratuity from Rs. 3.54 Lakhs in 20-21 as compared to Rs. 8.42 in FY. 21-22 representing an increase of 137.85%.

**Finance costs:**

These costs were for the financial Year 2021-22 decreased to Rs. 56.55 Lakhs as against Rs. 36.53 Lakhs during the financial year 2020-21, representing a decrease of 35.41% due to decrease in (i) Bank charges including Commission and Loan Processing Charges from Rs. 8.71 Lakhs in FY. 20-21 as compared to Rs. 5.25 Lakhs in FY. 21-22 representing a decrease of 39.69%; (ii) Interest on Cash Credit Facility from Rs. 6.27 Lakhs in FY. 20-21 as compared to Rs. 3.77 Lakhs in FY. 21-22 representing a decrease of 39.92%. (iii) Interest on unsecured loan from Rs. 34.78 Lakhs in FY. 20-21 as compared to Rs. 20.31 Lakhs in FY. 21-22 representing a decrease of 41.61%.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 31.91 Lakhs as against to Rs. 38.45 Lakhs in financial year 2020-21 representing a decrease of 17.00%.

**Other expense:**

Our company has incurred Rs. 608.85 Lakhs as other expenses during the financials year 2021-22 as compared to Rs. 529.55 Lakhs in the financial year 2020-21 representing an increase of 14.97% due to increase in (i) Freight & Transportation Expenses from Rs. 7.77 Lakhs in FY. 20-21 as compared to Rs. 22.53 Lakhs in FY. 21-22 representing an increase of 190.02%; (ii) Legal and Professional Expenses from Rs. 7.72 Lakhs in FY. 20-21 as compared to Rs. 35.77 Lakhs in FY. 21-22 representing an increase of 363.52%; (iii) Petrol expenses from Rs. 3.60 Lakhs in FY. 20-21 as compared to Rs. 9.17 Lakhs in FY. 21-22 representing an increase of 154.91%; (iv) Rates and taxes from Rs. 1.58 Lakhs in FY. 20-21 as compared to Rs. 10.54 Lakhs in FY. 21-22 representing an increase of 566.14%; (v) Postage & Courier charges from Rs. 40.32 Lakhs in FY. 20-21 as compared to Rs. 49.61 Lakhs in FY. 21-22 representing an increase of 23.06%; (viii) Commission and incentives expenses from Rs. 67.66 Lakhs in FY. 20-21 as compared to Rs. 90.34 Lakhs in FY. 21-22 representing an increase of 33.51%; (ix) Exhibition expense from Rs. 0.93 Lakhs in FY. 20-21 as compared to Rs. 4.70 Lakhs in FY. 21-22 representing an increase of 407.70%.

**Restated Profit/ (Loss) before tax:**

Restated Profit before Tax for the financial year 2021-22 was Rs. 413.97 Lakhs as compared to Restated profit before tax of Rs. 342.70 Lakhs during the financial year 2020-21. The increase was majorly due to factors as mentioned above.

**Restated Profit/ (Loss) after tax:**

Restated Profit after Tax for the financial year 2021-22 was Rs. 311.25 Lakhs as compared to Restated profit after tax of Rs. 246.28 Lakhs during the financial year 2020-21.

**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 Red Herring 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 22 of the Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**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 22, 91 and 178 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**

Our business activity primarily falls within a single business and geographical segment.

**6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**” on page 91, our Company has not announced any new product or service.

**7. Seasonality of business**

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 78 and 91, respectively.

**8. Dependence on single or few customers**

We are dependent upon few customers. For details, please refer to risk factor “*Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.*”

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 78 and 91 respectively of this Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. December 31, 2023.**

After the date of last Balance sheet i.e. December 31, 2023, the following material events have occurred after the last audited period:

Our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders, namely Barrla Fets Private Limited, Badr Mansur H Al Refae and Rajendra Jagadeesan in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company. For further details, please refer to chapter titled “**Objects of the Issue**” beginning on page 63 of this RHP.

## CAPITALISATION STATEMENT

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	225.83	*
Long Term Debt (B)	340.11	*
<b>Total debts (C)</b>	<b>565.95</b>	*
<b>Shareholders' funds</b>		
Equity share capital	1,000.00	*
Reserve and surplus - as restated	968.34	*
<b>Total shareholders' funds</b>	1986.34	*
<b>Long term debt / shareholders funds (in Rs.)</b>	0.17	*
<b>Total debt / shareholders funds (in Rs.)</b>	0.28	*

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on December 15, 2023, determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company’s trade payables as per the last restated financial statements.

#### A. LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### (c) Actions by statutory and regulatory authorities against the Company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

##### (d) Tax Proceedings

Nature of Proceedings	Number of cases	Amount involved* (₹ in lakhs)
<b>Direct Tax</b>		
TDS defaults	3	0.35
<b>Indirect Tax</b>		
GST	3	23.33
Custom Duty – Supreme Court**	1	260.36 <i>((along with confiscation of goods and penalty))</i>
Custom Duty - Commissioner of Customs (Appeal)***	15	179.24
<b>Total</b>	<b>22</b>	<b>463.28</b>

\*To the extent quantifiable

\*\*A Special Leave Petition (“SLP”) dated September 01, 2022 with diary no. 24575 of 2022 has been filed by the Union of India and others (“Petitioners”) against our Company and Director, Mr. Pulin Vaidhya (“Respondents”) before the Hon’ble Supreme Court, challenging the order dated 01.04.2022 passed in favor of Aztec Fluids & Machinery Pvt Ltd. (“Our Company”) by the Hon’ble High Court of Gujarat in Special Civil Application (“SCA”) No. 5562 of 2021. Our Company filed the aforesaid Special Civil Application before the Hon’ble High Court, contesting the Show Cause Notice dated 24.02.2021 issued by the Directorate of Revenue Intelligence (DRI), Chennai, regarding the alleged misclassification of products under custom tariff and wrong availment of exemption notifications in import of coding and marking machines i.e. CIJ printers, parts & accessories of CIJ printer and laser marking machines thereby evading corresponding basic custom duty (BCD) and applicable countervailing duty (CVD), special additional duty (SAD) and integrated GST (IGST). As per the said show cause

notice, the differential amount of duty under various heads were demanded from us aggregating to Rs. 260.36 lakhs, and it was sought from us that why the printers valuing to Rs. 2749.32 lakhs should not be confiscated and why penalty should not be imposed under Customs Act, 1962. Further, the show cause notice alleged that Mr. Pulin Vaidhya has wilfully and intentionally misdeclared and misclassified the products and is therefore liable for penalty under the Customs Act, 1962. The said DRI show cause notice was challenged by us in the High Court on the grounds that the said notice was issued by the Additional Director General, Directorate of Revenue Intelligence, Chennai Zonal Unit, which does not fall within the definition of a proper officer and as such he could not have issued the notice under Sections 28 and 124 of the Customs Act, 1962. Furthermore, our company has deposited ₹ 50 Lakhs as duty under protest after initiation of DRI investigation and before the issuance of the aforesaid show cause notice. The said SLP is currently pending adjudication before the Hon'ble Supreme Court.

\*\*\*Our company (referred to as the 'Appellant') has lodged 15 appeals against various Bills of entries (being the assessment orders), with the Commissioner of Customs (Appeals), Ahmedabad. The appellant is engaged in the importation of various goods, including Inkjet Printers, laser marking machines, and related accessories. A dispute arose regarding the classification of these imported goods. The assessing officer raised questions regarding the classification of the imported items. The Appellant contends that the imported printers should be classified as inkjet printers under CTH 84433250, where the duty rate is nil. However, the assessing officers classified them as inkjet printing machines under CTH 84433910, with a duty rate of 7.5%. Despite our company's responses to the notices received from Customs, the final Order-In-Original (OIO) dated 11-02-2021 was issued by the Deputy Commissioner of Customs, determining the duty to be paid at 7.5%, as per the classification under CTH 84433910. Accordingly, our Company has been paying differential duty under protest and has been self assessing the goods at a higher rate of duty. Thus, our company has paid a total amount of Rs. 179.24 lakhs as basic custom duty under various bill of entries against which 15 appeals has been filed with the Commissioner of Customs (Appeals), Ahmedabad, by our Company seeking relief which inter-alia includes request to set aside the self assessment of various bill of entries. The said appeals are under adjudication before Commissioner of Customs (Appeals), Ahmedabad.

**(e) Other pending material litigations against the Company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

**(a) Criminal proceedings against the Promoters & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

**(b) Criminal proceedings filed by the Promoters & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters and Directors of the company.

**(c) Actions by statutory and regulatory authorities against the Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

**(d) Tax Proceedings:**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved* ( ₹ in lakhs)</b>
<b>Direct Tax</b>	-	-
<b>Indirect Tax</b>		
Custom Duty – Supreme Court**	1	Not determinable
<b>Total</b>	<b>1</b>	-

\* To the extent quantifiable

*\*\*For details, please refer to Tax proceedings involving Our Company” on page 187 of this Red Herring Prospectus, “A Special Leave Petition (“SLP”) dated September 01, 2022 with diary no. 24575 of 2022 has been filed by the Union of India and others (“Petitioners”) against our Company and Director, Mr. Pulin Vaidhya (“Respondents”) before the Hon’ble Supreme Court,”*

**(e) Other pending material litigations against the Promoters & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY**

A case bearing no. MSEFC/CR/144/2021 was filed by M/s Sundeep Associates, Chennai (“Petitioner”) against Jet Inks Private Ltd. (“JIPL” or “Respondent”) before Micro and Small Enterprises Facilitation Council, Chennai on April 26, 2021, seeking claim of Rs. 12.73 lakhs along with interest for non-payment of invoices for the items supplied by Petitioner to Respondent during Oct.’20 to Dec.’20. The said case was filed under the MSME Development Act, 2006. An order dated February 24, 2022 was passed by the Facilitation Council directing Respondent to make payment along with interest to Petitioner. An Execution Petition bearing no. EP/7882/2023 was filed by Petitioner against JIPL before City Civil Court, Chennai, for recovery of the total amount of Rs. 21.58 lakhs (including interest of Rs. 8.84 lakhs). The case is currently pending for adjudication before the Court and the next date of hearing is June 03, 2024.

**D. 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. Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company’s trade payables as per the last restated financial statements as material dues for the Company.

The trade payables for the period ended on December 31, 2023 were ₹ 1319.52 lakhs. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹ 65.98 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on December 15, 2023. As on December 31, 2023, there is 1 creditor to whom our Company owes amounts exceeding 5% of our Company’s Trade Payables and the aggregate outstanding dues to them being approximately ₹ 1044.02 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company. Further, our Company has 19 creditors which is registered under the Micro, Small and Medium Enterprises Development Act, 2006, against whom there’s due amount of Rs. 179.47 lakhs.

As on December 31, 2023, our Company owes amounts aggregating to ₹ 1319.52 lakhs approximately towards 82 trade creditors. There are no disputes with such entities in relation to payments to be made to them.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 178 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



## GOVERNMENT AND OTHER STATUTORY 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 Red Herring 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. APPROVALS FOR THE ISSUE**

The following approvals have been obtained or will be obtained in connection with the Issue:

#### **Corporate Approvals:**

- a. Our Board, pursuant to its resolution dated November 25, 2023 authorized the Issue subject to 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;
- b. The shareholders of our Company have, pursuant to their resolution passed at the extra ordinary general meeting of our Company held on November 28, 2023 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;
- c. Our Board approved this Red Herring Prospectus pursuant to its resolution dated May 03, 2024.

#### **Approval from the Stock Exchange:**

- d. In-principle approval dated April 30, 2024 from the BSE or using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue

#### **Agreements with NSDL and CDSL:**

- e. The company has entered into an agreement dated December 22, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- f. Similarly, the Company has also entered into an agreement dated December 13, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- g. The Company’s International Securities Identification Number is INE0SCB01016.

## II. INCORPORATION RELATED APPROVALS

Sr No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U24100GJ2010P TC060446	Companies Act, 1956	Registrar of Companies, Gujarat, Dadra and Nagar Havelli	April 28, 2010	Valid until cancelled
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U24100GJ2010P LC060446	Companies Act, 2013	Registrar of Companies, Ahmedabad	November 24, 2023	Valid until cancelled

## III. TAX RELATED APPROVALS

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAICA4428R	April 28, 2010	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AHMA12086E	November 06, 2012	Valid until cancelled
3.	Certificate of Registration of Goods and Services Tax (Gujarat)	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	24AAICA4428 R1Z9	May 30, 2022	Valid until cancelled
4.	Professional Tax Registration Certificate	Gujarat State Tax on Professions, Trades, Callings and Employment Act 1976	Income Tax Department	PEC01-3111197	September 28, 2021	Valid until cancelled

## IV. BUSINESS OPERATION RELATED APPROVALS

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Udyam Registration Certificate	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	UDYAM-GJ-01-0042691	January 29, 2021	Valid until cancelled
2.	Certificate of Importer- Exporter Code (IEC)	Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce & Industry, Office of the Joint Director General of Foreign Trade, Ahmedabad, Gujarat	0813008310	July 05, 2013	Valid until cancelled
3.	Factory License	Factories Act, 1948	Directorate Industrial Safety and Health, Gujarat State	9216/20223/2018	October 28, 2021	December 31, 2031
4.	Registration-cum Membership Certificate (RCMC)	Foreign Trade Policy 2023	Directorate General of General Trade,	AHD/420/2022-2023	July 15, 2023	March 31, 2025
5.	Central Excise Registration Certificate	Central Excise Rules, 2002	Central Board of Excise and Customs, Ministry of Finance	AAICA4428REM 002	September 15, 2015	Valid until cancelled

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
6.	Shop and Establishment	Shop and Establishment Act	Amdavad Municipal Corporation	PII/JWHR/2900005/0140530	May 18, 2010	Valid until cancelled

#### V. ENVIRONMENT RELATED APPROVALS

Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Extended Producer Responsibility-Authorisation	E-waste (Management) Rules, 2016	Central Pollution Control Board, Ministry of Environment, Forest and climate change Govt. of India	B-29016(1405)/(EPR)/23/WM-III Division	January 10, 2024	January 09, 2029


#### VI. LABOUR RELATED APPROVALS

Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under Employees State Insurance Corporation	Employees State Insurance Act, 1948	Regional Office, Employee's State Insurance Corporation	37001122820000399	May 31, 2018	Valid until cancelled
2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Organisation Fund	GJVAT1736077000	June 05, 2018	Valid until cancelled

#### VII. QUALITY CERTIFICATIONS

Sr No.	Description	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	ISO Certification (9001:2015) Quality Management System (Manufacturer and supplier of Continuous Ink jet printers and consumables. (Ink makeup wash)	Otabu Certification Private Limited	0907Q159922	September 07, 2022	September 06, 2025

#### VIII. INTELLECTUAL PROPERTY RELATED APPROVALS

Sr No.	Name Applied	Nature	Application Date	Application Number and Trade Mark	Class	Present Status
1.		Trade Mark	April 01, 2016	Application No. 1478206 Trade Mark No. 3225697	2	Registered

2.	Certificate of Registration of Design- Cartridge For Inkjet Printer	Design	October 31, 2022	Design No. 373252-001	14-02	Registered
3.	Certificate of Registration of Design- Cartridge For Continuous Inkjet Printer	Design	June 22, 2022	Design No. 366557-001	14-02	Registered
4.	Certificate for Method and System of Counting and Collecting Object in Packaging Automation Platform	Patent	March 29, 2022	Patent No. 408712	-	Registered

**IX. MATERIAL LICENSES / APPROVALS WHICH HAS BEEN APPLIED BUT NOT RECEIVED**

(i) We have made any application for registration of regional office at Mumbai under The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017, which is pending for approval.

(ii) We have made any application for registration under the West Bengal Shops & Establishment Act, 1963 for regional office at Kolkata, which is pending for approval.

**X. MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY**

(i) We are yet to apply for the registration of our testing & repair center at Ahmedabad and regional office located at Hyderabad.

(ii) We are yet to apply for registration under Employees State Insurance Act, 1948 for our regional offices situated at Hyderabad and Kolkata.

## OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company 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 and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated December 15, 2023 for the purpose of disclosure in relation to Group Company in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; 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 the total revenue of our Company as per the Restated Financial Information.

Based on the above, the following Company has been identified as our Group Company:

### **Jet Inks Private Limited**

#### **Corporate Information**

Jet Inks Private Limited was incorporated on March 20, 2002, as a private limited company under the Companies Act, 1956 in the name “Jet Inks Private Limited” pursuant to a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu.

<b>CIN</b>	U30007TN2002PTC048641
<b>PAN</b>	AABCJ0465G
<b>Registered Office</b>	2/126, P.S. Sivaswamy Salai, 3rd Floor, Mylapore, Chennai, Tamil Nadu, India, 600004

#### **Financial Information**

Please refer to Chapter titled “Other Financial Information - Financial Information of Jet Inks Private Limited” on page 172 of this RHP.

#### **Litigations**

Except as stated below, our Group Company does not have any pending litigation which can have a material impact on our Company:

A case bearing no. MSEFC/CR/144/2021 was filed by M/s Sundeep Associates, Chennai (“Petitioner”) against Jet Inks Private Ltd. (“JIPL” or “Respondent”) before Micro and Small Enterprises Facilitation Council, Chennai on April 26, 2021, seeking claim of Rs. 12.73 lakhs along with interest for non-payment of invoices for the items supplied by Petitioner to Respondent during Oct.’20 to Dec.’20. The said case was filed under the MSME Development Act, 2006. An order dated February 24, 2022 was passed by the Facilitation Council directing Respondent to make payment along with interest to Petitioner. An Execution Petition bearing no. EP/7882/2023 was filed by Petitioner against JIPL before City Civil Court, Chennai, for recovery of the total amount of Rs. 21.58 lakhs (including interest of Rs. 8.84 lakhs). The case is currently pending for adjudication before the Court and the next date of hearing is June 03, 2024.

#### **Common pursuits among Group Companies**

Jet Inks Private Limited is engaged in the business of manufacturing of inks and also deals in printers, consumables and spares. In order to support the inorganic growth of our Company, we are in process to acquire the 100% equity shares of Jet Inks Private Limited (“Jet Inks”) from the Issue Proceeds. For further details, please refer to chapter titled “Objects of the Issue” on page 63 of this RHP.

#### **Nature and Extent of Interest of Group Companies**

##### ***a) In the promotion of our Company:***

Our Group Company 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 Red Herring Prospectus with stock exchange:***

Our Group Company does not have any interest in the properties acquired in the past two years or proposed to be acquired by our Company before filing the Red Herring Prospectus with Stock Exchange.

**c) In transactions for acquisition of land, construction of building and supply of machinery:**

Our company executed a term sheet dated November 6<sup>th</sup>, 2023, pertaining to the acquisition of all of the equity shares of Jet Inks Private Limited (“Jet Inks”) from its Shareholders. Pursuant to the term sheet, our Company acquired 18.05% stake in Jet Inks at a consideration of Rs. 3 crores. Further, our Company has entered into Share Purchase Agreement dated April 22, 2024 with Jet Inks and its existing shareholders, namely Barrla Fets Private Limited, Badr Mansur H Al Refae and Rajendra Jagadeesan in relation to purchase of 38,92,858 equity shares of Jet Inks Private Limited (i.e. remaining 81.95% of the equity shares) for a consideration of Rs. 14 crores, payable before May 31, 2024. Upon payment of consideration and on satisfaction of conditions stipulated in the Share Purchase Agreement, we shall acquire 100% control of Jet Inks Private Limited, pursuant to which Jet Inks shall become our Wholly-owned Subsidiary Company, on account of which all its assets (including plant & machineries) shall indirectly be owned by our Company. For further details, please refer to chapter titled “Objects of the Issue” beginning on page 63 of this RHP.

**Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section “*Objects of Issue*” and “*Restated Financial Statements–Related Party Transactions*” on page 63 and 166 of this Red Herring Prospectus, there are no related business transactions between the Group Company and our Company.

**Business interest of our Group Companies in our Company**

Except as disclosed in the section “*Restated Financial Statements–Related Party Transactions*” on page 166 of this Red Herring Prospectus, our Group Company have no business interests in our Company.

**Other confirmations**

- a) None of the above-mentioned Group Companies has made any public and/ or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies are in defaults in meeting any Statutory/ bank/ institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

**Undertaking/ Confirmations by our Group Companies**

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 have ever been a Promoters, 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 or economic offender 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.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e., [www.aztecindia.org](http://www.aztecindia.org).

## **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 November 25, 2023 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 November 28, 2023 authorized the Issue.

#### **In-principal Approval**

Our Company has obtained in-principal approval from the SME Platform of BSE (BSE SME) for using its name in this Red Herring Prospectus and the Prospectus pursuant to an approval letter dated April 30, 2024. BSE is the Designated Stock Exchange.

#### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter, our Group Companies or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our Directors are associated with as promoter or directors.

#### **Prohibition with respect to wilful defaulter or a fraudulent borrower**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Red Herring Prospectus.

#### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

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 ten 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 “SME Platform of BSE (BSE SME)”].

#### **We confirm that:**

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM 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 45 of this Red Herring Prospectus.

2. 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.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running 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 Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running 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 SME Platform of BSE (BSE SME). 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 44 of this Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE and BSE Limited is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.
11. 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 December 22, 2023 and National Securities Depository Limited (NSDL) dated December 13, 2023 for establishing connectivity.
12. Our Company has a website i.e. [www.aztecindia.org](http://www.aztecindia.org)
13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to SME Platform of BSE.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE:

- 1) Our Company was originally incorporated as a private limited Company under the name of “Aztec Fluids & Machinery Private Limited” on April 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli bearing registration number as 060446. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on November 08, 2023 and the name of the Company was changed from “Aztec Fluids & Machinery Private Limited” to “Aztec Fluids & Machinery Limited” vide fresh certificate of incorporation dated November 24, 2023, issued by the Registrar of Companies, Ahmedabad. The Corporate identification number of our Company is U24100GJ2010PLC060446.
- 2) The post issue paid up capital of the company will be up to 1,36,00,000 shares of face value of ₹ 10/- aggregating up to ₹ 13.60 Crores which is less than ₹ 25 Crores.



- 3) The Company has a track record of at least 3 years as on the date of filing Red Herring Prospectus.
- 4) As on March 31, 2023, the Company has net tangible assets of ₹ 3090.04 Lakhs
- 5) The Company has not been referred to NCLT under IBC.
- 6) There is no winding up petition against the company, which has been admitted by the court
- 7) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years preceding the application and its net worth as on December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 is atleast Rs. 1 crore.

(₹ Lakhs)				
Particulars	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
EBITDA	577.35	465.84	406.14	351.17
Networth	1986.34	1,535.60	1,238.56	958.92

- 8) The Leverage ratio of the Company as on December 31, 2023 was 0.28:1 which is less than the limit of 3:1.
- 9) Our Company confirms that no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- 10) Our Company confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of non-compliance.
- 11) Our Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
- 12) Our Company confirms that there has not been any change in its name in last 1 year.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT/ 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT/ 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/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, 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 BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 30, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER 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 BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT/ OFFER DOCUMENT.**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Ahmedabad in terms of sections 26 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 (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Siyaram Recycling Industries Limited	22.96	46.00	December 21, 2023	55.00	124.07% [-0.70%]	60.96% [2.81%]	N.A.
2.	Shanti Spintex Limited	31.25	70.00	December 27, 2023	76.00	9.19% [-0.13%]	-25.41% [0.59%]	N.A.
3.	Shri Balaji Valve Components Limited	21.60	100.00	January 03, 2024	190.00	129.25% [1.02%]	65.80% [3.57%]	N.A.
4.	New Swan Multitech Limited	33.11	66.00	January 18, 2024	124.47	44.47% [2.14%]	13.70% [1.83%]	N.A.
5.	Harshdeep Hortico Limited	19.09	45.00	February 05, 2024	70.00	5.33% [3.28%]	N.A.	N.A.
6.	Megatherm Induction Limited	53.91	108.00	February 05, 2024	198.00	168.89% [3.23%]	N.A.	N.A.
7.	Sona Machinery Limited	51.82	143.00	March 13, 2024	125.00	-8.71% [2.37%]	N.A.	N.A.
8.	Enfuse Solutions Limited	22.44	96.00	March 22, 2024	115.00	25.65% [1.08%]	N.A.	N.A.
9.	Aspire & Innovative Advertising Limited	21.97	54.00	April 03, 2024	56.50	N.A.	N.A.	N.A.
10.	Blue Pebble Limited	18.14	168.00	April 03, 2024	199.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

- 1) The scrip of Siyaram Recycling Industries Limited, Shanti Spintex Limited, Shri Balaji Valve Components Limited & New Swan Multitech Limited have not completed its 180th days from the date of listing; Harshdeep Hortico Limited, Megatherm Induction Limited, Sona Machinery Limited & Enfuse Solutions Limited have not completed its 90th day from the date of listing and Aspire & Innovative Advertising Limited & Blue Pebble Limited have not completed its 30th day from the date of listing.

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	15 <sup>(1)</sup>	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 <sup>(2)</sup>	680.45	-	-	1	12	5	3	-	-	1	6	1	2
2024-25	2 <sup>(3)</sup>	40.11	-	-	-	-	-	-	-	-	-	-	-	-

- 1) *The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023;*
- 2) *The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024;*
- 3) *The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024 and Blue Pebble Limited was listed on April 03, 2024.*

**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 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> 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 Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

**Track Record of past issues handled by Hem Securities Limited**

For details regarding track record of BRLM 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 BRLM at [www.hesecurities.com](http://www.hesecurities.com).

**Disclaimer from our Company and the Book Running Lead Manager**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Hem securities Limited), and our Company on January 17, 2024 and the Underwriting Agreement dated January 17, 2024 entered into between the Underwriter, and our Company and the Market Making Agreement dated January 17, 2024 entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, 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 Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

**Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 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 Red Herring 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 Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Ahmedabad, Gujarat, India 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 Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the SME Platform of BSE**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter April 30, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as the stock exchange whose Small and Medium Enterprises Platform ("SME Platform") the Issuer's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

BSE does not in any manner:

- (i) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document;
- (ii) nor does it warrant that this Issuer's securities will be listed on completion of IPO or will continue to be listed on BSE;

(iii) 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.

(iv) It does not warrant, certify or endorse the validity, correctness or reasonableness the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker to the Issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of the Offer document have been cleared or approved by BSE. Every person who desire to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE 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.

(v) BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

(vi) The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

#### **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 Regulations 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 Regulations 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.

#### **Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ RoC**

The Draft Red Herring Prospectus has been filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of the Red Herring Prospectus/ Prospectus, along with the material contract & documents required to be filed, will be filed with the RoC through the electronic portal at <http://www.mca.gov.in>.

#### **Listing**

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE Limited by way of its letter dated April 30, 2024 for listing of equity shares on SME Platform of BSE (BSE SME).

BSE 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 BSE SME is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Red Herring 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 BSE SME mentioned above are taken within three (3) Working Days of the Bid/Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within three (3) Working Days from the Bid/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.

### **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 Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank, Syndicate Member, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. K A R M A & Co. LLP, Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Special Tax Benefits relating to the special tax benefits and restated financial statements as included in this Red Herring Prospectus/ 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 the Red Herring Prospectus/ Prospectus for registration with the RoC.

### **Experts Opinion**

Except for the reports in the section titled “*Financial Statements*” and “*Statement of Special Tax Benefits*” on page 138 and 76 respectively of this Red Herring Prospectus from the Statutory Auditor, 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 Book Running Lead Manager will be as per the (i) Agreement dated January 23, 2024 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated January 23, 2024 with the Underwriter and (iii) the Market Making Agreement January 23, 2024 with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Red Herring Prospectus until the Bid/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 January 30, 2024, 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 Red Herring Prospectus.

#### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to the section titled "*Capital Structure*" beginning on page 54 of this Red Herring 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 since our incorporation.

#### **Previous capital issue during the last three years by listed Group Companies of our Company**

None of our Group Companies are listed. Further, none of our Group Companies have made any capital issue of securities in the preceding three years.

#### **Performance vis-à-vis objects**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

#### **Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

As on the date of this Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **Partly Paid-Up Shares**

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

#### **Outstanding Convertible Instruments**

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

#### **Option to Subscribe**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

#### **Stock Market Data for our Equity Shares**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **Investor Grievances and Redressal System**



The agreement between the Registrar to the Issue, 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 investors complaints received during the three years preceding the filing of this Red Herring Prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

### **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 within 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 Rekha Vishal Jhanwar, as the Company Secretary and 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:

Rekha Vishal Jhanwar

**Aztec Fluids & Machinery Limited**

**Address:** Part H Plinth, 4th Floor, Takshashila Square, Near Krishnabag Four Road, Maninagar, Ahmedabad, Gujarat-380028.

**Tel. No.:** +91-7048333211

**Email:** [cs@aztecfluids.com](mailto:cs@aztecfluids.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](http://www.scores.gov.in).

Our Board by a resolution on December 15, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled "**Our Management**" beginning on page 118 of this Red Herring Prospectus.

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring 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 76 of this Red Herring Prospectus.

### **Purchase of Property**



Other than as disclosed in Section ***“Our Business”*** beginning on page 91 of this Red Herring Prospectus 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 Red Herring Prospectus.

Except as stated elsewhere in this Red Herring 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**

Save and except as stated in ***“Capital Structure”*** on page 53 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

**Revaluation of assets**

There has not been any revaluation of assets since incorporation of the Company.

**Servicing Behavior**

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 under chapter titled ***“Our Management”*** beginning on page 118 and chapter ***“Financial Information”*** beginning on page 138 of this Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**Exemption from complying with any provisions of securities laws, if any**

As on date of the Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

## **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 Red Herring 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 UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective alongwith the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the offer 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 offer and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of upto 36,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on November 25, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on November 28, 2023 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 247 of this Red Herring 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 137 and 247 respectively of this Red Herring Prospectus.

#### **Face Value and Issue Price**

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Ahmedabad edition of Ahmedabad Express, a regional newspaper

each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI ICDR Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. 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:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) 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 247 of this Red Herring Prospectus.

### **Minimum Application Value, Market Lot and Trading Lot**

As per 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 issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

Tripartite Agreement dated December 22, 2023 between NSDL, our Company and Registrar to the Issue; and

Tripartite Agreement dated December 13, 2023 between CDSL, our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME Platform of BSE (BSE SME) 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 and 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 Ahmedabad, Gujarat.

**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.

### Issue Program

Event	Indicative Date
Bid/ Issue Opening Date	May 10, 2024 <sup>1</sup>
Bid/ Issue Closing Date	May 14, 2024 <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	May 15, 2024

Event	Indicative Date
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	May 16, 2024
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	May 16, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	May 17, 2024

*Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations*

*<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

***The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.***

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum 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 Bid/ Issue Closing Date). On the Bid/ 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 Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- 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 BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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 Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, 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 Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

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

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

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 45 of this Red Herring 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 BSE 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 ₹ 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 BSE 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 ₹ 10 crores but below ₹ 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 BSE (BSE SME), wherein the Book Running 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 BSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled *“General Information - Details of the Market Making Arrangements for this Issue”* on page 45 of this Red Herring 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 BSE Limited.

## **As per the extant 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 Promoter minimum contribution in the Issue as detailed under section titled “**Capital Structure**” beginning on page 54 of this Red Herring 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 247 of this Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ 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.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws 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 less than or equal to ten 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 BSE SME i.e., SME platform of BSE). 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 207 and 218 of this Red Herring Prospectus.

### Issue Structure:

Initial Public Issue of upto 36,00,000 Equity Shares of ₹ 10 each (*the “Equity Shares”*) for cash at a price of ₹. [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs (*“the Issue”*) by the issuer Company (the “Company”).

The Issue comprises a reservation of upto 1,82,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (*“the Market Maker Reservation Portion”*) and Net Issue to Public of upto 34,18,000 Equity Shares of ₹ 10 each (*“the Net Issue”*). The Issue and the Net Issue will constitute 26.47% and 25.13%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto 182,000 Equity Shares	Not more than 17,06,000 Equity Shares	Not less than 5,14,000 Equity Shares	Not less than 11,98,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	5.06% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.  Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
		discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	182,000 Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	182,000 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

- <sup>(1)</sup> Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- <sup>(2)</sup> In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- <sup>(3)</sup> Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

<sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 218 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/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 Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Red Herring 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) filing of the Red Herring Prospectus/ Prospectus with ROC.

### **Issue Program**

<b>Event</b>	<b>Indicative Dates</b>
Bid/ Issue Opening Date	May 10, 2024 <sup>1</sup>
Bid/ Issue Closing Date	May 14, 2024 <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	May 15, 2024
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account (T+2)	May 16, 2024
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	May 16, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	May 17, 2024

*Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations*

*<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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 Bid-Cum Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) 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 BSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

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 Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids 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 Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of 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 (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited ("**BSE SME**") to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com). For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of BSE Limited ("**BSE SME**").

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not

be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Red Herring Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

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 Book Running Lead Manager.

## **PART A**

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and

may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, 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 BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.***

#### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

#### **Anchor Investors are not permitted to participate in the issue through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:



Category	Colour*
Anchor Investor**	White
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 Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum 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 Bid Cum Application Forms to respective SCSBs where the Bidders 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 Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders 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 Bid Cum 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 Bid Cum 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 Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum 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 Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum 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 Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders 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 Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. 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) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- 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 Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and

- invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) 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 Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

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 Bidder does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder 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 Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders 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 Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders 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.**

#### **METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Gujarati Edition of Regional newspaper Ahmedabad Express where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Gujarati Edition of Regional newspaper Ahmedabad Express where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e., one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in **“Escrow Mechanism - Terms of payment and payment into the Escrow Accounts”** in the section **“Issue Procedure”** beginning on page 218 of this Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum 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 SCSB for unblocking the relevant ASBA Accounts and for transferring

the amount allocable to the successful Bidders 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.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual bidders may bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates / Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **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 Bidders**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.

3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum 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 Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum 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 Bid Cum 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 Bidders, or in the case of application in joint names, the first Bidder (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 Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders 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 Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum 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 Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
- where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with

SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) 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 sectorial 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUF'S:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in 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 Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least 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;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**



In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids 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 Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/ corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013.

Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum 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 Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

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 Bidders 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 Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum 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 Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum 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 Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “Aztec Fluids & Machinery Limited IPO – Anchor Account - R”
- b. In case of Non-Resident Anchor Investors: “Aztec Fluids & Machinery Limited IPO – Anchor Account - NR”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

**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 5.00 p.m. of 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 Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum 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 Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will 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 Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, 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 Bid Cum 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 Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - 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 a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum 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 Bid Cum 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 Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring 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 Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our 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 Red Herring 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 5.00 p.m. on the Bid/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 Bid/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.

**Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of

Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC**

- a) Our company has entered into an Underwriting Agreement dated January 23, 2024
- b) A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the

- RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  14. Ensure that the Demographic Details are updated, true and correct in all respects;
  15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
  16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  17. Ensure that the category and the investor status is indicated;
  18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
  19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
  21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
  22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
  23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
  24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
  25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
  26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
  27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demands or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not Bid for a Bid Amount exceeding ₹ 500,000 (for Bids by UPI Bidders);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

12. Do not submit the General Index Register number instead of the PAN;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Bids by UPI Bidders with Bid Amount of a value of more than ₹500,000 (net of retail discount);
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;



- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand / pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the BID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the

SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
  - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
  - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

**d) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**e) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**f) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (SME platform of BSE) (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder 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 Issue specified under the Capital Structure mentioned in this RHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

**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. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders 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 Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders 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 transfers 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 Bid/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

**Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum 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. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum 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 Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front 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](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

**Bidder'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 Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder 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 Bid Cum Application Form**

All Bid Cum 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 Bid Cum 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 Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum 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 BSE SME (SME platform of BSE) where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) 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 Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

### **Undertakings by Our Company**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **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 Book Running 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) Tripartite Agreement dated December 13, 2023 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated December 22, 2023 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No INE0SCB01016

## **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 of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. 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 Issue in writing about such approval along with a copy thereof within the Issue 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 Issue, 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 paid up 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 issue to the public (as defined under Directive 2000/371/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 issue made under exemptions available under the Prospectus Directive, provided that no such Issue 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 Red Herring 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 Book Running 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 Red Herring 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 THE ARTICLES OF ASSOCIATION OF OUR COMPANY**

*The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on November 08, 2023. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the 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.

**I.** \* \* \* (1) In these regulations-

- a. "the Act" means the Companies Act, 2013,
- b. "the seal" means the common seal of the company.

\*\*\* (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

### **Share capital and variation of rights**

- II.**
1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
  2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
    - (a) one certificate for all his shares without payment of any charges; or
    - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, where ever the company has appointed company secretary.

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
  3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
  - (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
  4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except

only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **Lien**

9. (i) The company shall have a first and paramount lien --
  - (a) on every share (including fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (including fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:  

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- \*\*\* (iii) That 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
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:  
Provided that no sale shall be made—
  - (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.
  - \*\*\*(iv) That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) 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 regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **Transfer of shares**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

\*\*\*(iii) That a common form of transfer shall be used

20. The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do

not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

\*\*\*(d) 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 Issuer on any account whatsoever

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

\*\*\*(iii) That a common form of transmission shall be used

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **Forfeiture of shares**

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **Alteration of capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- \*\*\*35. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
  - (e) Permission for sub-division/ consolidation of share certificates

36. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- (b) Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (c) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (d) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### **Capitalisation of profits**

38. The company in general meeting may, upon the recommendation of the Board, resolve that

- (i) it is desirable capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (ii) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (iii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

- a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
- b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(iv) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(V) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all
- (b) allotments and issues of fully paid shares if any; and

(c) generally do all acts and things required to give effect thereto. (ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act, the company shall have authority to buy back its shares or other specified securities.

#### **General meetings**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **Proceedings at general meetings**

##### **43. Notice of meeting**

i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **Adjournment of meeting**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



## Voting rights

- \*\*\*48.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote;
  - ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
  - iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings
- 49.** A member, if e-voting facility provided by the Company, may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 50.** (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 51.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 52.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 53.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid and no member shall exercise any voting rights in respect of any shares regards to which the Company has or have exercised any right of lien.
- 54.** (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

## Proxy

- 55.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 56.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 57.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## Board of Directors

- 58.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:
1. **SHLOK BHATIA**
  2. **PULIN VAIDHYA**
  3. **TANIA SHLOK BHATIA**
- 59.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
  - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
- 60. The Board may pay all expenses incurred in getting up and registering the company.
- 61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 62. All cheques, promissory notes, s, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64. i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
  - iii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **Proceedings of the Board**

- 65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  - (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
  - (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
  - (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
  - (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 70. (i) A committee may elect a Chairperson of its meetings.
  - (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 71. (i) A committee may meet and adjourn as it thinks fit.
  - (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

74. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed as per the provisions of the Act;
  - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **The Seal**

76. The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **Dividends and Reserve**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- \*\*\*80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law

- 81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.  
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 83. (i) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85. No dividend shall bear interest against the company.

#### **Accounts**

- 86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.  
(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### **Winding up**

- 87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
  - (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
  - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **Indemnity**

- 88. 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.

#### **Others**

##### **89. Employee Stock Option Scheme**

Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOPS)

ESOS may provide for the issue of Options, shares/warrants, bonds or other debt instruments including the terms of payment.

The Board of Directors in pursuance to approval of shareholders of the Company shall have the power to vary, alter or amend the terms and conditions of the ESOS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company.

#### **90. Issue of Sweat Equity Shares**

Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.

#### **91. Borrowing powers**

The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums exceeding paid up capital and free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper, with such approval from the members. Any such money may be raised or the payment or repayment of thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.

#### **92. Conversion of Debt to Equity**

Notwithstanding anything contained in these Articles and pursuant to the provisions of Section 62(3) of the Act, the Lenders shall have an option to convert the whole or part of the Secured Obligations (whether then due or payable or not), into fully paid up shares of the Company at a value determined by the Lenders (as ascertained in accordance with applicable law, regulations and guidelines) as may be decided by the Lender and in the manner specified in a notice in writing to be given by the Lender to the Company ("**Notice of Conversion**") and in accordance with the following conditions:

- (i) Debentures and bonds with right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting and compliance of the provision of the Act.
- (ii) the conversion right reserved as aforesaid may be exercised by the Lender upon the occurrence of a default by the Company under the Financing Documents or if the Company defaults in repayment to the Lender for repayment instalments or principal amounts or interest thereunder;
- (iii) on receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up shares to the Lender or such other person identified by the Lender as from the date of conversion and the Lender shall accept the same in satisfaction of the part of the Loan and/or Secured Obligations so converted;
- (iv) the part of the Secured Obligations so converted shall cease to carry interest as from the date of conversion and the Loan and/or Secured Obligations shall stand correspondingly reduced. Upon such conversion, the repayment instalments payable after the date of conversion as per the Facility Agreement shall stand reduced proportionately by the amounts of the Loan and/or Secured Obligations so converted. The shares so allotted and issued to the Lender or such other person identified by the Lender shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose; and

Notwithstanding anything contained in these Articles and pursuant to the provisions of Sections 62(3) of the Act, the Board of Directors is authorized to issue and allot to the Lenders the number of equity shares for conversion of the said portion of the Loan and/or Secured Obligations under the Facility Agreement as may be desired by the Lender.

**93. Managing Director or Whole Time Director**

The Board of Directors may, from time to time, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director. Such appointment can be made with the formal Letter of Appointment and by passing of resolution as may be required in the Act. However –

- (i) Ratification from shareholder's for appointment of Managing Director or Whole Time Director shall not be required.
- (ii) A notice of the Board Meeting proposing a resolution required to be passed for appointment of Managing Director or Whole Time Director shall not mandatorily contain Terms & Conditions of appointment and details pertaining to remuneration.

A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine and subject to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013.

The Board of Directors, subject to the provisions of the Act, may entrust to and confer upon a Managing or whole time Director or Committee of Directors any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

We, the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association:

## 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 Red Herring 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 Red Herring Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the corporate office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Issue Closing Date.

#### Material Contracts

1. Issue Agreement dated January 23, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated January 30, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue and Sponsor Bank Agreement dated March 27, 2024 among our Company, BRLM, Banker to the Issue and the Registrar to the Issue.
4. Underwriting Agreement dated January 23, 2024 between our Company, Lead Manager and Underwriter and Addendum to the Underwriting Agreement dated April 24, 2024.
5. Market Making Agreement dated January 23, 2024 between our Company, Lead Manager and Market Maker and Addendum to the Market Making Agreement dated April 24, 2024.
6. Tripartite Agreement dated December 22, 2023 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated December 13, 2023 among NSDL, the Company and the Registrar to the Issue.

#### Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated April 28, 2010 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli.
3. Certificate of incorporation Consequent upon Conversion from Aztec Fluids & Machinery Private Limited to Aztec Fluids & Machinery Limited dated November 24, 2023 issued by Registrar of Companies, Ahmedabad
4. Copy of the Board Resolution dated November 25, 2023 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated November 28, 2023 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the period ended December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
7. Copies of the Restated Financial Statements of our Company for period ended December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
8. Copy of the Statement of Possible Special Tax Benefits dated January 27, 2024 from the Statutory Auditor.
9. Certificate on KPIs issued by our Statutory Auditors dated April 25, 2024.
10. Consents of the BRLM, Market Maker, Syndicate Member, Underwriter, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditor of the Company, Sponsor Bank & Bankers to the Issue, Banker to our Company, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated January 30, 2024 for approval of Draft Red Herring Prospectus and dated May 03, 2024 for approval of Red Herring Prospectus.
12. Copy of Share Purchase Agreement dated April 22, 2024 entered between our Company, Jet Inks Private Limited and its shareholders.
13. Copy of Non Compete Agreement dated April 22, 2024 entered between our Company and Promoters of Jet Inks Private Limited
14. Due Diligence Certificate from Book Running Lead Manager dated January 30, 2024.
15. Approval from BSE vide letter dated April 30, 2024 to use the name of BSE in the Offer Documents for listing of Equity Shares on the SME Platform of BSE Limited.

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Amisha Pulin Vaidhya Whole Time Director DIN:03077466	Sd/-

Date: May 03, 2024  
Place: Ahmedabad, Gujarat



## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Pulin Kumudchandra Vaidhya Managing Director DIN: 03012651	Sd/-

Date: May 03, 2024  
Place: Ahmedabad, Gujarat

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Ashish Anantray Shah Independent Director DIN: 01264668	Sd/-

Date: May 03, 2024  
Place: Ahmedabad, Gujarat

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Milan Desai Independent Director DIN: 10416277	Sd/-

Date: May 03, 2024

Place: Ahmedabad, Gujarat

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Kumudchandra Bhagwandas Vaidhya Non-Executive Director DIN: 10382278	Sd/-

Date: May 03, 2024  
Place: Ahmedabad, Gujarat

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE CFO OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Harsh Tejeenath Rawal Chief Financial Officer PAN: AQKPR6509D	Sd/-

Date: May 03, 2024

Place: Ahmedabad, Gujarat

## 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 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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Rekha Vishal Jhanwar Company Secretary & Compliance Officer M.No.: A42596	Sd/-

Date: May 03, 2024

Place: Ahmedabad, Gujarat