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QUALIANCE INTERNATIONAL LIMITED

CIN: U17299MH2006PLC164026

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Malad West, Mumbai, Maharashtra, India – 400 064	-	Pradeep Devanand Prajapati, Company Secretary & Compliance Officer	Email: cs@qualiance.com Telephone: +91 22 42666003	https://www.qualiance.com/

Promoter of the Company	Vipul Badani, Bhoomin R Badani and Krupa Rajesh Badani
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DETAILS OF THE ISSUE				
Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	up to 35,52,000* Equity Shares aggregating up to ₹4,511.04 Lakhs	Nil	up to 35,52,000* Equity Shares aggregating up to ₹4,511.04 Lakhs	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

**Subject to finalization of the Basis of Allotment*

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. 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 77 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 18 of this Prospectus.

ISSUER ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 Hem Securities HEM SECURITIES LIMITED	Neelkanth Agarwal/ Deeksha Kaku	Email: ib@hemsecurities.com Tel. No.: +91-22- 49060000

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 MUFG INTIME INDIA PRIVATE LIMITED (formerly Link Intime India Private Limited)	Shanti Gopalkrishnan	Email: qualiance.smeipo@in.mpms.mufg.com Tel No: +91 810 811 4949

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENED/ CLOSED ON: THURSDAY, SEPTEMBER 03, 2026	BID/ ISSUE OPENED ON: FRIDAY, SEPTEMBER 04, 2026	BID/ ISSUE CLOSED ON: TUESDAY, SEPTEMBER 08, 2026
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 PROSPECTUS 100% Book Built Issue Dated: September 09, 2026 Please read Sections 26 and 32 of the Companies Act, 2013		
QUALIANCE INTERNATIONAL LIMITED CIN: U17299MH2006PLC164026		
Our Company was originally formed as a partnership firm under the provisions of the Indian Partnership Act, 1932 in the name and style of “M/s. Qualiance Exports” pursuant to a deed of partnership entered between Vipul Badani, Krupa Rajesh Badani at Mumbai, Maharashtra with effect from October 05, 1994, and was registered with the Registrar of Firms vide Registration number BA/60949. Subsequently, the partnership firm was converted into a private limited under the provisions of the Part IX of Companies Act, 1956, and a fresh certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Mumbai, Maharashtra, in the name of “Qualiance International Private Limited” bearing Corporate Identification Number: U17299MH2006PTC164026. Thereafter, our Company was converted from a private limited company to a public limited company vide special resolution passed by the shareholders at the extraordinary general meeting held on November 29, 2025 and consequently, the name was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion to public company dated December 09, 2025 was issued by the Registrar of Companies, Central Processing Centre bearing CIN: U17299MH2006PLC164026.		
Registered Office: 406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Malad West, Mumbai, Maharashtra, India – 400 064 Tel.: +91 22 42666003, E-mail: info@qualiance.com; Website: https://www.qualiance.com/ Contact Person: Pradeep Devanand Prajapati, Company Secretary & Compliance Officer Promoters of our Company: Vipul Badani, Bhoomin R Badani and Krupa Rajesh Badani		
DETAILS OF THE ISSUE		
INITIAL PUBLIC OFFER OF UPTO 35,52,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE “EQUITY SHARES”) OF QUALIANCE INTERNATIONAL LIMITED (“OUR COMPANY” OR “QIL” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹127/- EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹117/- EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹4,511.04 LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 1,80,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹127/- EQUITY SHARE FOR CASH, AGGREGATING ₹228.6 LAKHS WAS 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 33,72,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹127/- EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹4,282.44 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.40% AND 25.07% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. <i>*Subject to finalization of the Basis of Allotment</i> THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS 12.7 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WERE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WERE ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MARATHI EDITION OF PRATAHKAL, REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MUMBAI WHERE OUR REGISTERED OFFICE IS LOCATED), TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND WAS MADE AVAILABLE TO THE SME PLATFORM OF NSE (“NSE EMERGE“) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.		
The Issue was being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“ <i>SCRR</i> ”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein 50% of the Net Issue was made available on a proportionate basis to Qualified Institutional Buyers (“ <i>QIBs</i> ”, the “ <i>QIB Portion</i> ”), provided that our Company in consultation with the Book Running Lead Manager, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“ <i>Anchor Investor Portion</i> ”). Out of the Anchor Investor Portion, 40% was reserved, of which (i) 33.33% was made available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion was reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and two-thirds of the Non-Institutional Portion was made available for allocation to 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) were required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of Individual Bidders using the UPI Mechanism, in which the corresponding Bid Amounts were 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 were not permitted to participate in the Issue through the ASBA process. For details, see “ <i>Issue Procedure</i> ” beginning on page 251 of this Prospectus.		
ELIGIBLE INVESTORS		
For details in relation to Eligible Investors, please refer to section titled “ <i>Issue Procedure</i> ” beginning on page 251 of this Prospectus.		
RISK IN RELATION TO THE FIRST ISSUE		
This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. The Issue Price/Cap Price/ Floor Price/ Price Band 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 “ <i>Basis for Issue Price</i> ” on page 77 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares 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 “ <i>Risk Factors</i> ” beginning on page 19 of this Prospectus.		
ISSUER ABSOLUTE RESPONSIBILITY		
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated August 11, 2026 from National Stock Exchange of India Limited (“NSE”) for using its name in the Issue Document for listing of our shares on the SME Platform of NSE (“NSE Emerge”). For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited (“NSE”).		
BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
 Hem Securities HEM Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel. No.: +91- 22- 49060000 Email: ib@hemsecurities.com Investor Grievance ID: redressal@hemsecurities.com Contact Person: Neelkanth Agarwal/ Deeksha Kaku Website: www.hemsecurities.com SEBI Regn. No.: INM000010981		 MUFG MUFG Intime MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Address: C-101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai 400083, (Maharashtra), India Telephone: +91 810 811 4949 Website: www.in.mpms.mufg.com ; Email: qualiance.smeipo@in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Regn. No.: INR000004058 CIN: U67190MH1999PTC118368
BID/ISSUE PERIOD		
ANCHOR PORTION ISSUE OPENED/CLOSED ON: THURSDAY, SEPTEMBER 03, 2026	BID/ISSUE OPENED ON: FRIDAY, SEPTEMBER 04, 2026	BID/ISSUE CLOSED ON: TUESDAY, SEPTEMBER 08, 2026

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The words and expressions used in this 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, 1996 or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in the sections “Objects of the Issue”, “Basis for Issue Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industrial Regulations and Policies”, “History and Corporate Structure”, “Restated Financial Statements”, “Statement of Financial Indebtedness”, “Outstanding Litigations and Material Developments”, “Other Regulatory and Statutory Disclosures” and “Main Provisions of the Articles of Association of our Company” on page number 69, 77, 82, 87, 117, 128, 149, 199, 212, 226 and 267 respectively of this Prospectus, shall have the meanings ascribed to them in the relevant section.

General Terms

Terms	Description
“QIL”, “the Company”, “our Company”, “Issuer” and “Qualiance International Limited”	Qualiance International Limited, a Company incorporated in India under the Companies Act, 1956, having its registered office at 406 - B Wing, Knox Plaza Next to Tangent Showroom, Mindspace, Malad West, Mumbai, Maharashtra – 400 064, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

Company-related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Board constituted in accordance with Section 177 of the Companies Act and as described in the chapter titled “ Our Management ” beginning on page 132 of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. R K Jagetiya & Co. (FRN: 146264W).
Bankers to our Company	Bank of Baroda.
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ Our Management ” beginning on page 132 of this Prospectus.
Chartered Engineer	S. C. Sheth, Chartered Engineer, appointed in relation to certification of information relating to the installed capacity, available capacity, actual production and capacity utilisation of our products included in this Prospectus.
Chairman & Managing Director	The Chairman & Managing Time Director of our Company being Vipul Badani.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Saira Tabrez Khan.
CIN	Corporate Identification Number being U17299MH2006PLC164026.
Companies Act/ Act	The Companies Act, 1956 and 2013 and amendments thereto
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Pradeep Devanand Prajapati (M. No.: A56629).
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).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s)/ our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see “ Our Management ” on page 132 of this Prospectus.

Term	Description
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
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.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
GIR Number	General Index Registry Number.
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details, see section titled “Our Management” on page 132 of this Prospectus.
Ind AS or Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
ISIN	International Securities Identification Number. In this case, being INE1XJ401012.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled “Our Management” on page 132 of this Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Qualiance International Limited as amended from time to time.
Materiality Policy	The policy adopted by our Board on January 05, 2026 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 “Our Management” beginning on page 132 of this Prospectus.
Non-Executive Director	The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled “Our Management” on page 132 of this Prospectus.
NRIs/ Non-Resident Indians	Person of Indian origin as defined under the Consolidated Foreign Direct Investment Policy 2017.
Peer Review Auditor	The independent peer review auditor of our company is M/s R K Jagetiya & Co, Chartered Accountants, FRN: 146264W
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.
Promoter(s)	Shall mean promoters of our Company i.e., Vipul Badani, Krupa Rajesh Badani and Bhoomin R Badani. For further details, please refer to the section titled “Our Promoters & Promoter Group” beginning on page 144 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section “Our Promoters and Promoter Group” beginning on page 144 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.
Restated Financial Information	The restated financial information of the Company comprises of Restated Financial Statements of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 and the Restated Statements of Profit and Loss and Restated Cash Flows for the financial year ended on March 31, 2026, March 31, 2025 and March 31, 2024 together with the summary of significant accounting policies, explanatory notes, and notes to the restated financial statements of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC/ Registrar of Companies	Registrar of Companies, 100, Everest, Marine Drive Mumbai Maharashtra, India – 400 002.

Term	Description
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled " <i>Our Management</i> " beginning on page 132 of this Prospectus.
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 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/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to NSE EMERGE.
Shareholders	Shareholders of our Company 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.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Vipul Badani, Krupa Rajesh Badani, Rajesh Jagmohandas Badani, Pratiskha Vipul Badani, Bhoomin R Badani, Vipul J. Badani HUF and Rajesh J. Badani HUF.
Whole-Time Director	The Whole Time Director of our Company being Bhoomin R Badani.

Issue Related Terms

Terms	Description
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 bidder as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to Fresh Issue of the Equity Shares to the successful bidders by our Company.
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 bidder to whom the Equity Shares have been allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, who has applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and 40% of the Anchor Investor Portion shall be reserved for (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds.
Anchor Investor Allocation Price	₹127/- equity share i.e., the price at which Equity Shares were made available for allocation to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company in consultation with the Book Running Lead Managers 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 was considered as an application for Allotment in terms of the Prospectus.
Anchor Investor Bid/ Issue Period	Thursday September 03, 2026, one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors were submitted and allocation to the Anchor Investors was completed.
Anchor Investor Issue Price	The final price i.e., ₹127/- Equity Share at which the Equity Shares will be allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Portion	Up to 60% of the QIB Portion i.e., 10,09,000 equity shares which were 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. In accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, out of the Anchor Investor Portion, 40% was reserved, of which (i) 33.33% was made available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price.

Terms	Description
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Application Amount	The amount at which the Applicant made an application for the Equity Shares of our Company in terms of this Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account maintained with such SCSB and include applications made by Individual Investors using UPI mechanism where the Bid amounts were blocked by the SCSBs 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 were blocked by such SCSB to the Bid Amount extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by an Individual Investor who applies for minimum application size, linked to a UPI ID, which was blocked in relation to a Bid by an Individual Investor who applied for minimum application size 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 Nashik.
ASBA Bidder	All bidders except Anchor Investor.
ASBA Form/ Bid cum Application	An application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which was considered as the application for Allotment in terms of the Prospectus.
Banker to the Issue Agreement	Agreement dated August 17, 2026 entered into amongst the Company, Book Running 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 has been opened, in this case being Kotak Mahindra Bank Limited.
Basis of Allotment	The basis on which the Equity Shares are being allotted to successful bidders under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 247 of this Prospectus.
Bid	An indication to make an offer 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 Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this 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 paid by the Individual Investor or blocked in the ASBA Account upon submission of the Bid in the issue.
Bid cum Application Form	The form in terms of which the Bidder has made a Bid, including ASBA Form, and which has been considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and this Prospectus.
Bid Lot	2000 equity shares of face value of ₹10/ each and in multiples of 1000 equity shares of face value of ₹10/ each thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, Tuesday, September 08, 2026.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, Friday, September 04, 2026.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between Friday, September 04, 2026 to September 08, 2026.
Bidder/Investor/Applicant	Any investor who has made a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid.
Bidding/ Collection Centres	Centres at which the Designated intermediaries has accepted the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centres 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 was 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 could submit submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange at www.nseindia.com .
Business Day	Monday to Friday (except public holidays).

Terms	Description
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	₹127/- equity share having Face value of ₹10 each.
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 and the SEBI UPI Circulars, issued by SEBI, as per the list available on the websites of the Stock Exchanges, www.nseindia.com , as updated from time to time.
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.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicant's 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 Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant could submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e., https://www.nseindia.com/ .
Designated Date	The date on which funds from the Escrow Account(s) are transferred to the Public Issue Account or the Refund Account(s), as appropriate and the relevant amounts blocked by the SCSBs and Sponsor Bank are transferred from the ASBA Accounts to the Public issue Account(s) or the Refund Account(s), and/or are unblocked, as applicable, in terms of the the Prospectus, after the finalization 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 are mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Finlease Private Limited is the sole Market Maker.
Designated RTA Locations	Such locations of the RTAs where Bidder (other than Anchor Investor) could 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., www.nseindia.com , s updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	NSE ("SME Exchange") ("NSE EMERGE").
DP ID	Depository Participant's Identity Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
Draft Red Herring Prospectus/DRHP	Draft Red Herring Prospectus dated March 30, 2026 in relation to the Issue, issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addendum or corrigendum thereto
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices.
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 Prospectus constituted 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.

Terms	Description
Escrow Account(s)	The accounts opened with the Escrow Collection Bank and in whose favour the Anchor Investors have transferred money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an Issue under the SEBI BTI Regulations and with whom the Escrow Account(s) were opened, in this case being Kotak Mahindra Bank Limited.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name was mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	₹120/- equity share having face value of ₹10 each.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
Fresh Issue	The Fresh Issue of up to 35,52,000 Equity Shares aggregating up to ₹4,511.04 Lakhs by our Company for subscription pursuant to the terms of the Prospectus.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
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 issue document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the issue 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 Managers.
Individual Bidders/ Individual Investors or II(s) or IB(S)	Individual Bidders, submitting Bids, who applied for minimum application size of two lots per application. Provided that the minimum application size was above ₹2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of up to 11,82,000* Equity Shares of face value of ₹10/ each, was made available for allocation to Individual Bidders. <i>*Subject to finalization of the Basis of Allotment</i>
Issue Agreement	The Issue Agreement dated March 24, 2026 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 the Prospectus being ₹127/- Equity Share (including share premium of ₹117/- Equity Share).
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ Objects of the Issue ” beginning on page 69 of this Prospectus.
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public offer of 35,52,000 Equity shares of ₹10/- each at an Issue Price of ₹127/- Equity share, including a premium of ₹117/- per equity share aggregating to ₹4,511.04 Lakhs.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Mandate Request	Mandate Request means a request initiated on the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	The Market Maker to the Offer, in this case being Hem Finlease Private Limited.
Market Maker Reservation Portion	The reserved portion of upto 1,80,000* Equity Shares of face value of ₹10 each at an Issue Price of ₹127 each is aggregating to ₹228.60 Lakhs subscribed by Market Maker in this Issue. <i>*Subject to finalization of the Basis of Allotment</i>
Market Making Agreement	The Market Making Agreement dated August 11, 2026 between our Company, Book Running Lead Manager and Market Maker.
Mutual Fund Portion	33,000* 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. <i>*Subject to finalization of the Basis of Allotment</i>

Terms	Description
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 upto 33,72,000 equity Shares of face value of ₹10/- each at a price of ₹127/- Equity Share (the “Issue Price”), including a share premium of ₹117/- equity share aggregating to ₹4,282.44 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 “ Objects of the Issue ” beginning on page 69 of this 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, Individual Investors and who have Bid for Equity Shares, for application size of more than two lots (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion/Non-Institutional Category	The portion of the Issue being not less than 15% of the Issue, consisting of upto 5,07,000* Equity Shares of face value of ₹10/ each of which (a) One-third of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10,00,000/- and (b) Two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10,00,000/- subject to valid Bids being received at or above the Issue Price. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors. <i>*Subject to finalization of the Basis of Allotment</i>
Other Investor	Investors other than Individual Investors. These include individual applicants other than Individual Investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. 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 ₹120 and the maximum price (Cap Price) of ₹127 and includes revisions thereof. The Price Band was 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 two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, finalized the Issue Price.
Prospectus	The Prospectus dated September 09, 2026, 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 including any addendum or corrigendum thereto...
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Public Issue Account Bank	The bank with whom the Public Offer Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being Kotak Mahindra Bank Limited.
QIB Category/ QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue comprising 16,83,000* Equity Shares which was allocated to QIBs (including Anchor Investors), on a proportionate basis, (in which allocation to Anchor Investors was done on a discretionary basis, as determined by our Company in consultation with the Book Running Lead Manager), subject to valid Bids being received at or above the Issue Price. <i>*Subject to finalization of the Basis of Allotment</i>
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 dated August 31, 2026 was issued in accordance with Section 26 & 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which did not

Terms	Description
	complete particulars of the price at which the Equity Shares were issued and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus was filed with the RoC three Working Days before the Bid/Issue Opening Date and become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	Account opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account has been opened, in this case being Kotak Mahindra Bank Limited.
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 March 24, 2026 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 MUFG Intime India 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.
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.
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 Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	(i) The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time. (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 Applications through UPI in the Issue can be made only through the SCSBs mobile applications whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public offers using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.

Terms	Description
Senior Management / Senior Management Personnel	Senior Management or Senior Management Personnel means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer section titled “Our Management” on page 132 of this Prospectus.
SME Exchange	SME Platform of the NSE i.e., “NSE EMERGE”
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this 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 Individual Investors into the UPI.
Sub Syndicate Member	A SEBI-registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated August 11, 2026 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who are permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private Limited.
Systemically Important Non- Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member 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 dated August 11, 2026 entered into between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person’s bank account.
UPI Bidders	Collectively, individual investors applying as (i) Individual Investors and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the non-institutional portion, and bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public offers where the application amount is up to ₹500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with:(i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	Circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its Circular number SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number 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/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI.

Terms	Description
UPI Mandate Request/ Mandate Request	A request (intimating the Individual Investor by way of notification on the UPI application and by way of a SMS directing the Individual Investor to such UPI application) to the Individual Investor 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.
WACA	Weighted average cost of acquisition.
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

Term	Description
AI	Artificial Intelligence
AIF	Alternative Investment Fund
AEPC	Apparel Export Promotion Council
ANRF	Anusandhan National Research Foundation
ASEAN	Association of Southeast Asian Nations
ATMP	Assembly, Test and Packaging
BTRA	Bombay Textile Research Association
CAGR	Compound Annual Growth Rate
CGTMSE	Credit Guarantee Fund Trust for Micro and Small Enterprises
CICR	Central Institute for Cotton Research
CoE	Centre of Excellence
CPI	Consumer Price Index
DII	Domestic Institutional Investor
DPIIT	Department for Promotion of Industry and Internal Trade
DPR	Detailed Project Report
Ebola	Ebola Virus Disease
EMDEs	Emerging Market and Developing Economies
FCS	Fragile and Conflict-Affected Situations
FCI	Food Corporation of India
FDI	Foreign Direct Investment
FPI	Foreign Portfolio Investment
FTA	Free Trade Agreement
GDP	Gross Domestic Production
GST	Goods and Services Tax
GREAT	Grant for Research and Entrepreneurship Across Aspiring Innovators in Technical Textiles
GVA	Gross Value Added
HSBC	Hongkong and Shanghai Banking Corporation
ICAR	Indian Council of Agricultural Research
IIP	Index of Industrial Production
ISEC	Interest Subsidy Eligibility Certificate
KVIC	Khadi and Village Industries Commission
LIC	Low-Income Countries
LNG	Liquefied Natural Gas
LMT	Lakh Metric Tonnes
MMDA	Market Development Assistance
MMF	Man-Made Fibre
MoU	Memorandum of Understanding
MSP	Minimum Support Price
MSME	Micro, Small and Medium Enterprises

Term	Description
MSP	Metric Tonnes
NCS	National Career Service
NICDP	National Industrial Corridor Development Programme
NITRA	Northern India Textile Research Association
NTTM	National Technical Textiles Mission
ODA	Official Development Assistance
OE	Open-End (Yarn)
PE	Private Equity
PLI	Production Linked Incentive
PMI	Purchasing Managers' Index
PM MITRA	Pradhan Mantri Mega Integrated Textile Region and Apparel
PPP	Public-Private Partnership
PV	Polyester Viscose
RDI	Research, Development and Innovation
RMG	Ready Made Garments
SASMIRA	Synthetic & Art Silk Mills' Research Association
SIL	Sangam India Limited
SITRA	South India Textile Research Association
Tex-RAMPS	Textiles Research, Assessment, Monitoring, Planning and Start-up
UK	United Kingdom
US	United States
VC	Venture Capital

Key Performance Indicators

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 assess the overall financial performance of our Company and size 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.
Net worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

Conventional terms and Abbreviations

Abbreviation	Full Form
~, (₹)	Represent Outflow.
A/c	Account
ACS	Associate Company Secretary
AERB	Atomic Energy Regulatory Board
AGM	Annual General Meeting
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AMT	Amount
AOA	Articles of Association
Approx	Approximately
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
B. Ed	Bachelor of Education
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
B.E	Bachelor of Engineering
B2C	Business to Consumer
BG/LC	Bank Guarantee/ Letter of Credit

Abbreviation	Full Form
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BPLR	Benchmark Prime Lending Rate
BRLLR	Bank of Baroda Repo Linked Lending Rate
BRLM	Book Running Lead Manager
BSE	BSE Limited
C.P.C.	Code of Civil Procedure, 1908
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAIIB	Certified Associate of Indian Institute of Bankers
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
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
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.
CrPC	Code of Criminal Procedure, 1973
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWA/ ICWA	Cost and Works Accountant
DG Set	Diesel Generator Set
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
DWR	Durable Water Repellent
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
EGM/ EOGM	Extraordinary General Meeting
EMI	Equated Monthly Instalments
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FCNR Account	Foreign Currency Non-Resident Account.
FDI	Foreign Direct Investment.
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
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.
Finance Act	Finance Act, 1994.
FIPB	Foreign Investment Promotion Board
FIs	Financial Institutions.
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.
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.

Abbreviation	Full Form
FTA	Foreign Trade Agreement.
FV	Face Value.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product.
GoI/ Government	Government of India.
GSM	Grams per Square Meter
GST	Goods and Services Tax.
GVA	Gross Value Added.
HNI	High Net Worth Individual.
HSL	Hem Securities Limited.
HUF	Hindu Undivided Family.
I.T. Act	Income Tax Act, 1961, as amended from time to time.
IBC	The Insolvency and Bankruptcy Code, 2016.
ICAI	The Institute of Chartered Accountants of India.
ICSI	The Institute of Company Secretaries of India.
ICWAI	The Institute of Cost Accountants of India.
IFRS	International Financial Reporting Standards.
IIP	Index of Industrial Production.
IMF	International Monetary Fund.
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules.
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Offer.
IR	Infra Red
IRDA	Insurance Regulatory and Development Authority.
ISIN	International Securities Identification Number.
IST	Indian Standard Time.
IT	Information Technology.
IT Act	Information Technology Act, 2000.
IT Authorities	Income Tax Authorities.
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise.
KMP	Key Managerial Personnel.
Ltd.	Limited.
MAPIN	Market Participants and Investors Database.
MAT	Minimum Alternate Tax.
MAT	Minimum Alternate Tax.
MBA	Master of Business Administration.
MCA	Ministry of Corporate Affairs, Government of India.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
Mn	Million.
MoF	Ministry of Finance, Government of India.
MoU	Memorandum of Understanding.
MSME	Micro, Small and Medium Enterprises.
NA	Not Applicable.
NACH	National Automated Clearing House.
NAV	Net Asset Value.
NCLT	National Company Law Tribunal.
NCT	National Capital Territory.
NECS	National Electronic Clearing System.
NEFT	National Electronic Funds Transfer.
Net worth	Net worth means Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss)
NOC	No Objection Certificate.
NPV	Net Present Value.
NRE Account	Non-Resident External Account.
NRIs	Non-Resident Indians.
NRO Account	Non-Resident Ordinary Account.
NSDL	National Securities Depository Limited.

Abbreviation	Full Form
NSE	National Stock Exchange of India Limited.
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
OCI	Overseas Citizen of India
P.A.	Per Annum.
P.O.	Purchase Order.
P/E Ratio	Price/ Earnings Ratio.
PAC	Persons Acting in Concert.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PF	Provident Fund.
PLI	Production-Linked Incentive.
PLR	Prime Lending Rate.
POA	Power of Attorney.
PSU	Public Sector Undertaking(s).
PTFE	Polytetrafluoroethylene
Pvt.	Private.
Q.C.	Quality Control.
R&D	Research & Development.
RBI	The Reserve Bank of India.
Registration Act	Registration Act, 1908.
REPO	Repurchase Rate
RoC	Registrar of Companies.
ROE	Return on Equity.
RONW	Return on Net Worth.
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India
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.
SCSB	Self-Certified syndicate Banks.
SEBI	Securities and Exchange Board of India.
SEBI (PFUTP) Regulations/ Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations/ Regulations/ Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
Sec.	Section.
SENSEX	Bombay Stock Exchange Sensitive Index.
SME	Small and Medium Enterprises.
SSI	Small Scale Industry.

Abbreviation	Full Form
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.
TAN	Tax Deduction Account Number.
TIN	Taxpayers Identification Number.
Trade Marks Act	Trade Marks Act, 1999.
TRS	Transaction Registration Slip.
U.N.	United Nations.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
U.S. Securities Act	The United States Securities Act, 1933.
UIN	Unique identification number.
URR	UGRO Reference Rate
US/ United States	United States of America.
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America.
VAT	Value Added Tax.
VCF	Venture Capital Funds.
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.
w.e.f.	With effect from.
WDV	Written Down Value.
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 directors or promoters is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WTD	Whole Time Director.

The words and expressions used but not defined in this 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.

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

Certain Conventions

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Qualiance International Limited. All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this 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 Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Restated Financial Statements**” beginning on page 149 of this 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 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 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 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 “**Restated Financial Statements**” beginning on page 149 of this Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Prospectus, see the section “**Definitions and Abbreviations**” on page 1 of this Prospectus. In the section titled “**Main Provisions of the Articles of Association**”, on page 267 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

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

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the 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 77 of the 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 “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “**Industry Overview**” on page 87 throughout this 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 18, 100 and 199 respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The 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 Prospectus includes certain “forward-looking statements”. We have included statements in the 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. Export of Knitted and Woven garments constitutes a significant portion of our business for which we do not have long-term sales contracts;
2. Our dependency on a limited number of customers for significant portions of our export revenues;
3. Fluctuations in the cost and availability of raw materials;
4. Adverse changes in domestic or global economic conditions;
5. Competition from existing or new players with greater financial or technological resources;
6. Delays or disruptions in our supply chain or distribution network;
7. Operational risks at our manufacturing facilities, including equipment failures, safety incidents, or compliance lapses;
8. Foreign exchange rate fluctuations impacting exports or imported inputs;
9. Changes in customer preferences or technological advancements that could affect product demand;
10. Any force majeure events, including natural disasters, pandemics, or geopolitical developments.
11. Changes in laws and regulations that apply to the industries in which we operate;
12. Failure to comply with quality standards may lead to cancellation of existing and future orders;
13. Any change in government policies resulting in increases in taxes payable by us;
14. The occurrence of natural disasters or calamities;
15. General economic, political and other risks that are out of our control;
16. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Company’s ability to successfully implement its growth strategy and expansion plans;
18. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
19. Inability to successfully obtain registrations in a timely manner or at all;
20. Occurrence of Environmental Problems & Uninsured Losses;
21. Concentration of ownership among our Promoters.
22. Other factors beyond our control

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 18, 100 and 202 respectively of the 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.

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus 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. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. None of our Company, our Promoters, our Promoter Group, our Directors, our KMPs, Senior Management, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Prospectus until the date of Allotment.

SECTION II

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 Prospectus, particularly the “Restated Financial Statements” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on 180, 125 and 263 respectively of this 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 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 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 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 18 and “Management Discussion and Analysis of Financial Condition and Results of Operations” on page 202 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Restated Financial Statements”.

INTERNAL RISK FACTORS

- 1. We derive a significant portion of our revenue from the sale of woven garments. 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 woven garments, which contributed 71.55% of our revenue from product sales for the year ended March 31, 2026, amounting to ₹5,458.49 lakhs. Any decline in the sales of woven garments, due to factors such as increased competition, pricing pressures, or fluctuations in demand or supply, may adversely affect our business, results of operations, and financial condition. We cannot assure that we will be able to maintain the same level of sales of woven garments in the future. Any inability on our part to anticipate and adapt to technological changes or evolving consumer preferences, or any decrease in demand for our key products, may adversely impact our business prospects and financial performance.

The following table sets forth information on our product mix in terms of revenue from operation (excluding other operating revenue) contribution in the periods indicated:

(₹ in lakhs)						
Particular	FY 2025--26		FY 2024-25		FY 2023-24	
Product Name	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue

Particular	FY 2025--26		FY 2024-25		FY 2023-24	
Knitted	2,170.74	28.45%	1,458.42	27.61%	1,185.91	32.13%
Woven	5,458.49	71.55%	3,823.39	72.39%	2,505.21	67.87%
Grand Total	7,629.23	100.00%	5,281.82	100.00%	3,691.12	100.00%

* As certified by RK Jagetiya & Co., Peer Statutory Auditor, through its certificate dated August 14, 2026.

2. We depend on a limited number of customers for our revenue from operations. Any failure to maintain relationships with such customers could adversely affect our revenue and financial condition.

We derive a significant portion of our sales from our major customers. The share of our top customer for the Fiscal year 2026, 2025, and 2024 was approximately 56.93% 51.51% and 38.13% respectively. We expect that such key customers will continue to represent a substantial portion of our revenue from sale of products in the foreseeable future. Our total sales (excluding other operating revenue) to our top 10 customers for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 were 99.65%, 99.70% and 99.21% respectively. Our customers often undertake vendor rationalisation to reduce costs related to procurement from multiple vendors. Since we are largely dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers or a significant reduction in demand from such customers could have a material adverse effect on our business, financial condition, results of operations and future prospects. We have not entered into long-term arrangements or contracts with our customers to purchase the products from us. We work on purchase order basis with our customers based on their demand. We cannot assure you that we will be able to continue to retain these customers on terms that are commercially acceptable to us, or at all.

(₹ in lakhs)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
Top 1 Customer	4,343.55	56.93%	2,720.77	51.51%	1,407.36	38.13%
Top 5 Customer	7,409.82	97.12%	5,042.78	95.47%	3,113.59	84.35%
Top 10 Customer	7,602.51	99.65%	5,266.23	99.70%	3,661.93	99.21%

* As certified by RK Jagetiya & Co., Peer Statutory Auditor, through its certificate dated August 14, 2026.

3. We derive a majority portion of our revenues from exports and are subject to risk of international trade

We have historically derived a significant portion of our revenue from operations (excluding Other Operating Revenue) from export to countries like: Switzerland, UK and USA. During the Fiscal 2026, Fiscal 2025 and Fiscal 2024, our revenues from our exports amounted to ₹7,538.98, ₹4,958.27 lakhs and ₹3,239.81 respectively, which constituted 98.82%, 93.87% and 87.77% respectively, of our total revenues from operations. Switzerland has been our primary export destination, its contribution during Fiscal 2026, Fiscal 2025 and Fiscal 2024 stood at 80.67%, 58.87% and 56.44%, of our revenue from operations (excluding other operating revenue) respectively. Therefore, any adverse developments in the global economy or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the countries where we export, among others, where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments. Any such imposition of trade barriers may have an adverse effect on our results of operations and financial condition

Our operations are subject to risks that are specific to each country from where our customers operate, including:

- A significant portion of our revenue is derived from contracts awarded through competitive tender processes conducted by foreign government bodies and government-owned entities. Our ability to secure such contracts depends on our continued compliance with applicable tender eligibility criteria, technical qualifications, financial requirements, regulatory approvals, and other procurement conditions prescribed by the relevant authorities. Changes in government policies, procurement regulations, bidding procedures, qualification standards, local content requirements, or preferences for domestic suppliers in the jurisdictions in which we operate may limit or restrict our ability to participate in or successfully secure tenders. Further, delays, cancellations, modifications, or reductions in government spending and procurement programs may adversely affect the availability of tender opportunities. Since these factors are largely beyond our control, our inability to secure new contracts or renew existing contracts on favorable terms could adversely affect our order book, revenue, profitability, cash flows, business prospects, and results of operations.
- Social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action, which may adversely affect our business and operations;
- Compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labour and accounting laws, which may impose onerous and costly obligations on our multinational customers.
- Changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies and
- Fluctuations in foreign currency exchange rates against the Indian Rupee

In addition, our revenues from these markets may decline as a result of increased competition, regulatory action, pricing pressures including as a result of anti-dumping measures, fluctuations in the demand for or supply of our products or services. Our failure to effectively react to these situations or to successfully introduce new products in these markets could adversely affect our business,

prospects, results of operations and financial position. Further, our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These risks include complying with changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies. In the event we are unable to effectively address or comply with changes in foreign laws, or meet the conditions stipulated in our licenses, we may be subject to penalties and other regulatory actions, which could adversely affect our reputation, business, prospects, result of operations and financial condition.

4. *Our proposed expansion plans w.r.t. our new manufacturing facility being set up are subject to the risk of unanticipated delays in implementation and cost overruns.*

We have made and intend to continue making investments to expand our manufacturing capacities to aid our growth efforts. Our Proposed expansion remains subject to the potential problems and uncertainties that new manufacturing facility faces. The Company has purchased agricultural land for the proposed manufacturing facility. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, land development related complications, inadequate performance of the equipment and machinery installed in our manufacturing facility, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, any delay in the conversion of the status of land from agricultural use to Industrial use, statutory and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. If any incremental capital expenditures are required which 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. For further details, see chapter “*Object of the Issue*” beginning on page 69 of this Prospectus. Further, in the event of any unanticipated delay in receipt of key approvals the growth plans of our company could suffer substantially, although the Company has not undertaken any expansion during the past three financial years. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

5. *We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.*

Our business is significantly exposed to risks arising from both export and import of goods, particularly due to fluctuations in foreign exchange rates and evolving global trade conditions. A substantial portion of our revenue is derived from exports denominated in foreign currencies, while a part of our procurement involves imports of raw materials and goods also denominated in foreign currencies. Accordingly, any volatility in exchange rates, especially depreciation of the Indian Rupee against major currencies, could adversely impact our financial performance.

On the export side, unfavorable currency movements may reduce the value of our foreign currency earnings when converted into Indian Rupees, thereby impacting our revenue and profitability. On the import side, depreciation of the Indian Rupee could increase the cost of raw materials and goods, leading to higher operating expenses and margin pressures, particularly if we are unable to pass on such increased costs to our customers. Additionally, volatility in foreign exchange markets may create challenges in pricing, budgeting, and financial forecasting. Any inefficiencies in hedging strategies or delays in payments could further expose us to foreign exchange losses.

Our reliance on international trade also exposes us to risks associated with global economic conditions, geopolitical developments, changes in trade policies, tariffs, and foreign exchange regulations. Any restrictions on foreign currency availability or disruptions in cross-border payment mechanisms could affect our ability to procure inputs or realize export proceeds in a timely manner, potentially impacting our operations and cash flows. Furthermore, an increase in interest rates in India could raise the cost of financing working capital requirements for both imports and exports, thereby adversely affecting our liquidity and overall financial condition.

6. *There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions could impact our cash flows and profit or loss to the extent of demand amount, interest and penalty, 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 212 of this Prospectus.

Litigation matters involving our Company: -

(₹ in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute to the extent ascertainable
Criminal Proceedings against the Company	-	-
Criminal Proceedings filed by the Company	-	-
Other pending material litigation against the Company		
Tax Proceedings:		

Nature of Cases	No. of Outstanding Cases	Amount in dispute to the extent ascertainable
Direct Tax	1	0.15
Indirect Tax	5	116.57
Other pending material litigation filed by the Company	-	-
Total	6	116.72

Litigation matters involving our Promoter/Directors: -

(₹ in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute to the extent ascertainable
Criminal Proceedings against the Promoter & Director	-	-
Criminal Proceedings filed by the Promoter & Director	-	-
Other pending material litigation against the Promoter & Director	-	-
Tax Proceedings:		
Direct Tax	2	21.69
Indirect Tax	-	-
Other pending material litigation filed by the Promoter & Director	-	-
Total	2	21.69

*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 Prospectus. For further details, please refer to the chapter titled "Outstanding Litigations and Material Developments" on page 212 of this Prospectus.

7. *We depend on a limited number of suppliers for raw materials. Any interruption in the availability of raw materials could adversely impact our operations. Further, any failure by our suppliers to provide raw materials to us on time or at all, or as per our specifications and quality standards could have an adverse impact on our ability to meet our manufacturing and delivery schedules.*

Set out in the table below is the contribution of our top 10 suppliers to total purchases for the fiscal year ended in March 31, 2026, March 2025 and March 2024:

(₹ in lakhs)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Purchase	Amount	% of Total Purchase	Amount	% of Total Purchase
Top 1 Supplier	389.66	14.09%	518.81	14.46%	215.84	12.35%
Top 5 Supplier	1,223.99	44.25%	1,676.93	46.72%	732.51	41.90%
Top 10 Supplier	1,742.18	62.99%	2,392.63	66.66%	1,023.21	58.53%

* As certified by RK Jagetiya & Co., Peer Statutory Auditor, through its certificate dated August 14, 2026.

Inadequate supply of raw material caused either by a sudden loss of any of our existing major vendors for any reason could have a material adverse effect on our business operations and profitability. Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the central or the state government or state or local governments may affect continuing operations at our factory and proposed factory and result in significant loss due to an inability to meet customer orders and production schedules, which could materially affect our business reputation in the market.

Our Company may enter into contracts with customers on a fixed-price basis. Under such contracts, any increase in the cost of raw materials, labour, transportation, or other operating expenses beyond our initial estimates may not be recoverable from customers, which could adversely affect our margins and profitability. Further, delays in delivery, production disruptions, or failure to meet agreed technical specifications and quality standards may result in contractual penalties, claims, rework costs, or loss of business opportunities. Any such events could have a material adverse effect on our business, results of operations, financial condition, and cash flows.

Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of materials from any of our suppliers, and we cannot procure the raw materials requirement from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms. Major portion of the Company's raw material requirements is procured through imports. Imported raw materials constituted 63.89%, 71.47% and 60.31% of the Company's total raw material purchases

during Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. Further, Tamil Nadu accounted for 62.58%, 86.24% and 92.00% of the Company's domestic raw material purchases during the same periods. Accordingly, the Company's operations depend on the availability of imported raw materials and raw materials sourced from suppliers located in Tamil Nadu.

The details of geographical classification of raw materials procured are as follows: -

(₹ in lakhs)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Purchase	Amount	% of Total Purchase	Amount	% of Total Purchase
Imported	1,681.83	60.31%	2,581.21	71.47%	1,130.33	63.89%
Domestic	1,106.69	39.69%	1,030.25	28.53%	638.81	36.11%
Total	2,788.52	100.00%	3,611.46	100.00%	1,769.15	100.00%

* As certified by RK Jagetiya & Co., Peer Statutory Auditor, through its certificate dated August 14, 2026.

8. We have had negative cash flows from operating, investing and financing activities in the past. Any negative cash flow in the future may affect our liquidity and financial condition

Our cash flow from our operating, investing and financing activities have been negative in the past. Following are the details of our cash flow position during the last three financial years based on restated financial statements are:

(₹ in lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Net Cash flow from/(used in) operating activities	784.31	(445.08)	284.72
Net Cash flow from/(used in) investing activities	(261.23)	(438.45)	(43.68)
Net Cash flow from/(used in) financing activities	(498.97)	771.11	(159.63)

For details, please see the chapter titled “**Financial Information of Our Company**” on page 149 of this Prospectus. Any negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

9. There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/ 2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.

Our Company has experienced certain instances of non-compliances and discrepancies in relation to secretarial and regulatory filings under the provisions of the Companies Act, 1956 and the Companies Act, 2013, which may expose us to regulatory actions, penalties, and reputational risks. In the past, there have been discrepancies in the attachments to Annual Returns and RoC filings, including inconsistencies and omissions in the Board's Report, AOC-2, and Auditors' Report. These include, inter alia, omission of disclosures relating to the constitution of the Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, non-reporting of related party transactions under Section 188 of the Companies Act, 2013 in the Board's Report, and incorrect statements in the Auditors' Report indicating that the Companies (Auditor's Report Order) (“CARO”) was not applicable for certain financial years between 2006 and 2012. Similar discrepancies were also observed in filings made under the Companies Act, 1956 including non-filing of Form 23B by the auditors and/or the Company, discrepancies in disclosures contained in Board's Reports attached with Annual Returns and discrepancy in office or place of profit related compliances. Further, the Company failed to attach Cash Flow Statements in the annual accounts filed in Form AOC-4 for the Financial Year 2014-15, although such records are maintained internally by the Company. Moreover, the promoter group company has not filed its annual filings since 2018. There have also been instances of delays in filing statutory forms with the Registrar of Companies, which were subsequently filed upon payment of additional fees. Additionally, certain filings contained incorrect or incomplete disclosures, including incorrect filings in Form DPT-3 and incorrect disclosure of the mode of payment in Forms PAS-3 filed during the relevant period.

As the Company is engaged in the manufacture and export of performance garments for institutional, government and brand clients in international markets, there were instances, where advances received from customers remained outstanding for a period exceeding one year, potentially resulting in non-compliance with Section 73 of the Companies Act, 2013, relating to deposits and also foreign exchange regulations. However, such amounts have since been settled.

Further, the Company had availed certain secured loans from HDFC Bank (during FY 2007-08 and FY 2010-11) and L&T Finance, in respect of which charges were required to be created under Section 77 of the Companies Act, 1956 and the Companies Act, 2013, as applicable. However, the Company did not create charges for such borrowings within the prescribed timelines. The loans availed from HDFC Bank and Bank of Baroda have since been fully repaid. Further, there were instances in which the various charge forms were late filed.

Although, the Company has not received a show cause notice regarding the matter mentioned above, it is committed to adhering to all applicable laws in the future. To this end, the Company has appointed a Compliance Officer and enhanced its internal compliance framework. However, any penalty imposed for such non-compliance in the future by any regulatory authority could affect our financial conditions to that extent.

The corrective steps taken for the non-compliances as mentioned in the risk factor are as follows:

Sr. No.	Particulars of Non-Compliance/ Discrepancy	Reasons	Corrective steps	Impact
1.	Discrepancies in the attachments to Annual Returns and RoC filings, including inconsistencies and omissions in the Board's Report, AOC-2, and Auditors' Report. These include, inter alia, omission of disclosures relating to the constitution of the Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, non-reporting of related party transactions under Section 188 of the Companies Act, 2013 in the Board's Report;	These were primarily due to inadequate compliance monitoring in earlier periods and clerical errors.	The Company has since then, regularized such filings, including payment of applicable additional fees also rectified discrepancies, wherever required and strengthened internal compliance systems. Further, a Compliance Officer is also appointed to implement and review mechanisms.	The Company confirms that such instances are procedural and historical in nature, and except for additional fees paid, there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.
2.	Incorrect statements in the Auditors' Report indicating that the Companies (Auditor's Report Order) ("CARO") was not applicable for certain financial years between 2006 and 2012;	This was primarily due to inadequate compliance monitoring in earlier periods and merely a clerical error.	The Company has strengthened internal compliance systems and ensured that such lapse does not happen again.	The Company confirms that such instance was procedural and historical in nature, and there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.
3.	Non-filing of Form 23B;	This was primarily due to inadequate compliance monitoring in the very first year of the Company and segregation of proper role and responsibilities of the Company and the Auditor.	The Company has since then intimated the Auditor to report on Form 23B, as it is the Auditor's responsibility.	The Company confirms that such an instance was procedural and historical in nature, and there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.
4.	Discrepancy in the office or place of profit-related compliances;	This was primarily due to inadequate compliance monitoring in earlier periods and misinterpretation of regulatory provisions.	Such records are maintained internally by the Company. Further, the Company has strengthened internal compliance systems and ensured that such lapse does not happen again.	The Company confirms that such instance was procedural and historical in nature, and there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.
5.	The promoter group company has not filed its annual filings since 2018.	The Promoters presently have limited management information accessible.	-	No material impact on issuer company as the sharedholding is in the name of individual promoter.
6.	The company failed to attach Cash Flow Statements in the annual accounts filed in Form AOC-4 for the Financial Year 2014-15;	This was primarily due to inadequate compliance monitoring in the new Companies Act, 2013.	Such records are maintained internally by the Company. Further, the Company has strengthened internal compliance systems and ensured that such lapse does not happen again.	The Company confirms that such instance was procedural and historical in nature, and there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.
6.	Instances of delays in filing statutory forms with the Registrar of Companies, which were subsequently filed upon payment of additional fees. Additionally, certain filings contained incorrect or incomplete	These were primarily due to inadequate compliance monitoring in earlier periods, clerical errors and misinterpretation of	The Company has since then, regularized such filings, including payment of applicable additional fees also	The Company confirms that such instances are procedural and historical in nature, and except for additional fees paid, there is no material adverse impact on its

Sr. No.	Particulars of Non-Compliance/ Discrepancy	Reasons	Corrective steps	Impact
	disclosures, including incorrect filings in Form DPT-3;	certain regulatory provisions.	rectified discrepancies, wherever required and strengthened internal compliance systems. Further, a Compliance Officer is also appointed to implement and review mechanisms.	business or financial condition. No show cause notice or regulatory action has been received as on date.
7.	There were instances, where advances received from customers remained outstanding for a period exceeding one year, potentially resulting in non-compliance with Section 73 of the Companies Act, 2013 relating to deposits and also foreign exchange regulations;	This was primarily due to a misinterpretation of regulatory provision.	The Company has since then remained more careful for compliances. Further, the Company has strengthened internal compliance systems and a Compliance Officer is also appointed to implement and review mechanisms.	The Company confirms that such instance is purely due to misinterpretation of law and not with any malafide intention and there is no material adverse impact on business or financial condition. No show cause notice or regulatory action has been received as on date.
8.	The Company had availed certain secured loans from HDFC Bank (during FY 2007-08 and FY 2010-11) and L&T Finance, in respect of which charges were required to be created under Section 77 of the Companies Act, 1956 and the Companies Act, 2013, as applicable. However, the Company did not create charges for such borrowings within the prescribed timelines;	The company was missed the deadlines for charge creation.	The company has repaid the HDFC loan. Further, the Company has strengthened internal compliance systems and a Compliance Officer is also appointed to implement and review mechanisms.	No show cause notice or regulatory action has been received as on date.
9.	The Company had remained to file Form MGT-14 for section 180 for the period 12-09-2013 till 05-06-2015.	The Company had inadvertently missed reporting Form MGT-14 for the period 12-09-2013 till 05-06-2015 for section 180 of the Act.	The Company has regularized the filings, including payment of applicable additional fees and strengthened internal compliance systems. Further, a Compliance Officer is also appointed to implement and review mechanisms.	The Company confirms that such instances are procedural and historical in nature, and except for additional fees paid, there is no material adverse impact on its business or financial condition. No show cause notice or regulatory action has been received as on date.

10. We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realization of the price for our product, which may adversely affect our business operation and financial condition.

The market for our products is highly competitive, with both organized and unorganized players. Key differentiators include product quality, sales and distribution network, pricing, and timely delivery. Some competitors possess greater industry experience, financial resources, and technical capabilities, enabling them to adapt more quickly to changing market conditions. Unorganized sector competitors may offer products at highly competitive prices, potentially affecting our sales volume and growth prospects. Increasing competition could lead to a decline in our market share and margins, negatively impacting our business operations and financial condition. The industry is undergoing rapid consolidation, and the combined strength of larger companies could affect our competitive position across all business areas. Additionally, acquisitions of our customers or suppliers by competitors could result in lost business, impacting our operations and financial performance.

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 77 of the Prospectus. Although this information is sourced from and relied upon on the consolidated/ standalone 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 may be different methodologies and formulas used to compute the various ratios.

11. Our Company is yet to place orders for the Plant & Machinery for the setup of new manufacturing facility. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.

Our Company has received third party quotations for the machinery proposed to be installed for the setup of new manufacturing facility. Although, we have identified the type of machinery proposed to be purchased from the net proceeds, we are yet to place orders for the proposed machinery approximately amounting to ₹1,305.47 Lakhs. The cost of the proposed purchase of machinery is based on the quotations received from third party vendors and contractors and such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. For details, please refer to the chapter titled “Objects of the Issue” beginning on page 69 of this Prospectus. We cannot assure that we will be able to procure the machinery in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the Machinery or in the event the vendors are not able to provide the machinery in a timely manner, or at all, we may encounter time and cost overruns in expanding the capacity of the Manufacturing unit. Further, if we are unable to procure machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the machinery which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

12. 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 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. 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. Further, initial allotment letter of ESIC, PF and Tamil Nadu Labour Welfare Board is not traceable. 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 recently applied/yet to apply for following approvals:

I. Approvals or licenses applied but not received:

S. No.	Date of Application	Application No.	Class	Trademark Type	Trademark Image/Word	Status
1	December 04, 2025	7379257	25	Word	QUALIANCE	Ready for Examination
2	December 04, 2025	7379258	25	Device	 QUALIANCE	Ready for Examination

II. Approvals or licenses Pending to be applied:

1. The Professional tax registration of Tiruppur is pending. However, the company has already deposited the professional tax with the Tiruppur City Municipal Corporation for FY 2025-2026 dated on November 04, 2025

For details regarding pending approvals, please refer to section titled “Government and Other Approvals” beginning on page 217 of the 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 capacity 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.

13. Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.

We take all the possible steps to keep ourselves upgraded to the latest technology. Technologies currently under development or that may be developed in the future, if employed by our existing competitors or new entrants, may adversely affect our competitiveness. The development and application of new technologies involve time, substantial cost and risk. Our competitors may be able to deploy new technologies before us and we cannot predict how emerging and future technological changes will affect our operations or the competitiveness of our services, although the Company has not experienced any changes in technology during the past three financial years. If we fail to successfully implement new technologies in a timely manner or at all, our business, financial condition and results of operations may be adversely affected.

14. Adverse publicity regarding our products could negatively impact us.

Adverse publicity regarding any of our products or similar products marketed or sold by others may affect demand for our products. If any reports, studies, or public statements raise concerns regarding the efficacy, safety, quality, or performance of our products, or similar products, it may impact customer perception and reduce demand. This may result in a decline in sales, revenue, and cash flows. Further, any negative media coverage, customer complaints, regulatory observations, or product-related issues may affect our reputation and our ability to retain existing customers or obtain new customers. This may also lead to increased scrutiny from regulatory authorities. Any such impact on demand, reputation, or regulatory position may affect our operations, cash flows, and financial condition.

15. Our Company's logo and word trademark is not registered as on the Prospectus. We may be unable to protect our intellectual property against third party infringement or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, result of operations, and financial conditions.

We have not yet registered the trademarks that we are using for the business. We have made an application dated December 04,

2025 under Class "25" under the Trademarks Act of 1999 to register our logo. , which is at "Ready for Examination" stage and word trademark "QUALIANCE" which is at "Ready for Examination" stage. Our logo and word trademark is significant to our business and operations. The use of our logo and word trademark by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. Obtaining, protecting and defending intellectual property rights can be time consuming and expensive, and may require us to incur substantial costs, including the diversion of the time and resources of management and technical personnel. Further, while we endeavor to ensure that we comply with the intellectual property rights of others, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties that may require us to introduce changes to our operations. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. We could be required to pay third party infringement claims. In such cases, our financial conditions and business operations may be adversely impacted. Please refer to the section titled "**Government and Other Approvals – Intellectual Property Rights**" on page 217 of this Prospectus.

16. We are dependent on our Promoters, our senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.

Our performance also depends largely on the efforts and abilities of our Promoters, senior management and other key personnel, including our Promoters Vipul Badani and Bhoomin R Badani. They have gained experience in this line of business and have over the years built relations with suppliers, third party service providers, customers, regulators and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our senior management, in For details in relation to the experience of our key management personnel, see "*Our Management*" on page 132 of this Prospectus.

We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

17. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue"

The fund requirement and deployment, as mentioned in the "*Objects of the Issue*" on page 69 of this 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.

18. 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, Promoter and Promoter Group members/ entities. These transactions, inter-alia includes sales, purchase, remuneration and loans and advances etc as complied with applicable laws and regulations. For details, please refer to “Annexure-Y - Related Party Transaction” under Section titled “Restated Financial Statements” and Chapter titled “Capital Structure” beginning on page 187 and 58 respectively of the Prospectus. All related party transactions entered into by us in the last three financial years and six months period have been at arms’ length and in the interests of our Company. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions are not entered into with related parties. Additionally, our group company operates in a related sector serving B2C clients. Moreover, we have executed a non-compete agreement dated March 13, 2026 with the said entity. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition and results of operations.

19. We have incurred indebtedness which exposes us to various risks which may have an effect on our business and results of operations.

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2026, our total outstanding indebtedness was ₹2,849.63 lakhs including secured and unsecured loans.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to: a) increasing our vulnerability to general adverse economic, industry and competitive conditions; b) limiting our flexibility in planning for, or reacting to, changes in our business and the industry; c) affecting our credit rating; d) limiting our ability to borrow more money both now and in the future; and e) increasing our interest expenditure and adversely affecting our profitability. In our promoter group, Winsel Aquas Private Limited is showing a bank default of ₹244.12 Lakhs as of September 30, 2024. However, as per the Settlement Certificate issued by the bank on September 17, 2024, there are no outstanding dues. Despite this, the portal is still reflecting a default of ₹263.00 up to January 2026.

If the loans are recalled on a shorter notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “Statement of Financial Indebtedness” on page 199 of this Prospectus.

20. Information relating to capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates. Under-utilization of capacity of our manufacturing facilities and an inability to effectively utilize our manufacturing facilities may have an adverse effect on our business and future financial performance.

Information relating to our capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, S.C. Sheth, Chartered Engineers including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies. For further information regarding our manufacturing facilities, including our historical installed capacity, see “Our Business - Description of our Business and Operations – Capacity Utilization” on page 100 of this Prospectus. Actual manufacturing volumes and capacity utilization rates may differ significantly from the estimated production capacities of our manufacturing facilities. Undue reliance should therefore not be placed on the information relating to our installed capacities or historical capacity utilization of our manufacturing facilities included in this Prospectus.

Our overall capacity utilization for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 are as follows:

Particulars	2025-26	2024-25	2023-24
Installed Capacity (in pieces)	4,50,000	450,000	380,000
Actual Production (in pieces)	394,044	351,698	297,548
Capacity Utilization (in %)	88%	78%	78%

**As certified by S.C. Sheth, Chartered Engineers by his certificate dated August 13, 2026*

Further, there is no guarantee that our future production or capacity utilization levels will match or exceed our historical levels. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term could increase our cost of production and our operating costs and adversely impact our business, growth prospects and future financial performance. Our expected return on capital invested is subject to, among other factors, the ability to ensure satisfactory performance of personnel to further grow our business, our ability to absorb additional infrastructure costs and utilize the expanded capacities as anticipated. In case of oversupply in the industry or lack of demand, we may not be able to utilize our capacity efficiently.

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

Our Contingent liabilities as on March 31, 2026 was ₹116.57 lakhs. If these contingent liabilities materialize, fully or partly, the financial condition of our Company could be affected:

(₹ in lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
(A) Capital Commitment			
Estimated amount of contract remaining to be executed on capital account & not provided for (Capital Advance)	-	-	-
Total (A)	-	-	-
(B) Contingent liability in respect of-			
Bank Guarantee Outstanding	-	-	-
GST Demand			
GST Demand for F.Y.17-18	-	48.63	48.63
GST Demand for F.Y.18-19	-	32.56	32.56
GST Demand for F.Y.19-20	-	24.87	24.87
GST Demand for F.Y.20-21	-	81.76	81.76
GST Demand for F.Y.21-22	-	25.08	25.08
GST Demand for F.Y.22-23	116.57	-	-
Total (B)	116.57	212.90	212.90
Total (A+B)	116.57	212.90	212.90

For more information, regarding our Contingent Liabilities, please refer “Annexure AC” in chapter titled “Restated Financial Statements” beginning on page 191 of this Prospectus.

22. An increase in raw material costs or other input costs or loss of any of our suppliers due to delayed payments or otherwise, resulting in shortfall in the supply of our raw material may adversely impact the pricing and supply of our products and have an adverse effect on our business.

Our operations are impacted by the availability and cost of raw materials utilised in our manufacturing process. Any change in cost and availability of such raw materials for any reason, including change in the approved suppliers, change in law or applicable governmental policies, would adversely affect our business, financial condition, results of operations and prospects. The major raw materials required for manufacturing of our products include fabrics, Yarn, Accessories, spare parts and therefore any fluctuation in prices of these materials could affect our profit margins. Our raw material suppliers may fail to deliver products of acceptable quality and within stipulated schedules or at all. We do not have any formal agreements with our vendors/suppliers as we operate on a purchase order system. Due to the absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all or delayed supplies or volatility in the prices of raw materials that we normally procure. We may be required to replace a supplier if the products provided or supplied, do not meet our quality or performance standards. Further, increase in competition may lead to our competitors establishing exclusive arrangements with our suppliers due to which we may be unable to secure an adequate supply of raw materials or which may increase our overall cost of raw materials, which we may not be able to determine from our customers. While we are not significantly dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, economic and political conditions, transportation and labour costs, disruption during transportation, labour unrest, natural disasters etc. This volatility in commodity prices can significantly affect our raw material costs.

Further our Company has outstanding dues of trade payables during fiscal years ended 2026, 2025 and 2024 of ₹83.95 lakhs, ₹46.58 lakhs and ₹158.49 lakhs respectively. Any delay in payment to our creditors may impact our long-standing relations with our suppliers and may result in stoppage of timely or at all delivery of raw material. Any such disruption would impact the production and overall financial position of our Company.

23. Inventories and trade receivables form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.

Our Company’s business is working capital intensive and hence, inventories and trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand/ Potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024, our inventories were ₹2,413.56 lakhs, ₹2,953.59 lakhs and ₹1,487.24 lakhs.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs

which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 our trade receivables were ₹1,599.21 lakhs, ₹206.78 lakhs and ₹363.44 lakhs. The trade receivables to revenue of the company ratio for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 was 20.80 %, 3.90% and 9.76% respectively. We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. Such situation may require an additional and, consequently, higher finance cost which will adversely impact our profitability.

24. *There are certain delays noticed in some statutory filings with EPFO, ESIC, GST and other statutory authorities. Any Penalty or demand raised by statutory authorities in future may adversely affect our financial position of the Company.*

We are engaged in the design, engineering, manufacture and export of performance garments for institutional, government and brand clients in international markets, which attracts tax liability such as, but not limited to Goods and Service Tax and Income Tax (including dividend distribution tax for dividend payment), etc. as per the applicable provisions of Law. We may also be liable for the payment of the taxes, interest and/or penalty for the previous periods related to taxes which includes Goods and Services tax, Income tax, etc. during assessment pursuant to any conflict of opinion by the assessing officer. There is an EPFO default in Promoter Group. We are also required to comply with the provisions such as registration under the labour laws like Provident Fund, ESIC etc. Although, we have taken all the necessary approvals and deposited the required returns and taxes under various applicable Acts. Further, there have been certain delays in the filing of GST Returns and EPF returns in the past but the company has now implemented strict monitoring and improved processes to ensure timely filing of returns in the future. However, our Company subsequently completed the delayed filings upon payment of the requisite late fees or interest, wherever applicable. 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.

Below are the instances of the delays made in the past: -

Qualiance International Limited (Tiruppur)-33AAACQ1420B1ZD

(Amount in ₹)

S.No.	Return	Month	Due Date	Date of Filing	Delay in Days	Total Late Fee	Total Interest
1	GSTR-3B	Jun-25	20-7-2025	21-7-2025	1	50.00	1.44

Qualiance International Limited (Mumbai)-EPFO

(Amount in ₹)

S.No.	Month	Due Date	Date of Payment	Delay in Days	No. of Employee	Amount Pay	Total Late Fee
1	Mar-25	15-04-2025	16-04-2025	1	14	52,500.00	-
2	Feb-26	15-03-2026	17-03-2026	2	15	52,982.00	567

Qualiance International Limited (Tiruppur)-EPFO

(Amount in ₹)

S.No.	Month	Due Date	Date of Payment	Delay in Days	No. of Employee	Amount Pay	Total Late Fee
1	Feb-26	15-03-2026	16-03-2026	1	244	5,86,616	6,058

Qualiance International Limited (Tiruppur)-ESIC

(Amount in ₹)

S.No.	Month	Due Date	Date of Payment	Delay in Days	No. of Employee	Amount Pay	Total Late Fee
1	Feb-26	15-03-2026	16-03-2026	1	244	1,10,550.00	-

25. *Our manufacturing activities require deployment of labour and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.*

Our manufacturing operations require deployment and our ability to retain labour. In case such labour workforce is unavailable, or we are unable to identify and retain such labour our business could be adversely affected. We cannot guarantee that we may be able to continue with the same on favorable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may be led to increasing cost of compliance, wages, social security, occupational safety, health and working conditions, although the Company has not experienced any unavailability of labour during the past three financial years. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase.

26. *Our Promoter and Promoter Group members & Group Company has provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations and cash flows may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter and Promoter Group members and Group Company.*

Our Promoter and Promoter Group Members and Group Company has provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Promoter Group Members and Group Company may be invoked, which could negatively impact the reputation of our Company. 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. In addition, our Promoter and Promoter Group Members and Group Company may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. We may also not be successful in procuring alternate guarantees 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 199 of this Prospectus.

27. *Our insurance coverage may or 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 our operations 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 New India Bharat Sookshma Udyam Suraksha Policy, Burglary (Floater) Insurance, New India Bharat Flexi Laghu Udyam Suraksha, Vehicle Insurance, Digit Private Car Stand-alone Own Damage Policy, Group Medicare, Marine Cargo Insurance Policy – Commercial (Marine Cargo Open Policy), Shipment Comprehensive Risk Policy and other general policies. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business. 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.

28. *Our business is dependent on our manufacturing facilities and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.*

We have a manufacturing facility located at Tiruppur. Our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or accidents and severe climate conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair breakdown of machinery in a timely manner or at all, our operations may need to be suspended until we procure new machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections and testing.

Obsolescence, destruction, theft or breakdowns of our major machineries may significantly increase our machineries purchase cost and the depreciation of machineries, as well as change the way our management estimates the useful life of our machineries. In such cases, we may not be able to acquire machineries or repair of machineries in time or at all. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations, although the Company has not experienced any obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair during the past three financial years. We cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or underutilization of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial condition.

29. *Compliance with labour law, labour shortage, strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees could adversely affect our business and results of operations.*

Our Company is exposed to risks such as compliance with labour law, labour shortage, strikes, work shortage and other industrial actions. Although, we have not experienced any such disputes with our employees, including a strike and other disputes in the past but there can be no assurance that we may not experience disruptions in our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands in the future. As on June 30, 2026, our Company has 255 payroll employees (excluding management). Any dispute or other problems with the workforce adversely affect our operations. While presently we enjoy a good relationship with our employees, there can be no assurance that our workmen may not make any further demands. There can be no assurance that we may not experience disruptions in our operations due to disputes or other

problems with our work force such as strikes, work stoppages or increased wage demands that may adversely affect our business and results of operations.

30. Our Group Company had incurred losses and had negative net worth in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.

Our Group Company i.e., Silvertraq International Private Limited, incorporated on June 14, 2021 had incurred loss and had negative net worth in FY 2022-23, 2023-24 and 2024-25 as per details mentioned below:

Silvertraq International Private Limited

(Amount ₹ in Lakhs)			
Particulars	FY 22-23	FY 23-24	FY 24-25
Net-worth	(129.48)	(216.95)	(124.98)
Profit/ (Loss) after Tax	(90.49)	(87.47)	91.98

As on the date of Prospects the company has not completed the Audit for the FY 2025-26

Any operating losses could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse effect on our operations and financials. For more information, regarding the Company, please refer chapter titled “Our Group Companies” beginning on page 224 of this Prospectus.

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

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

Further, employee’s misconduct can give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. No past instances have been occurred during the reporting period.

Further, as per the terms of certain client contracts, we indemnify our clients against losses or damages suffered by our clients as a result of negligent acts of manpower engaged by us. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and adversely affect our brand and our reputation, and consequently, our business, financial condition, results of operations and prospects.

32. 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 loss on account of employee theft, supplier 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 or damage caused by other casualties, could adversely affect our results of operations and financial condition.

33. Compliance with, and changes in, safety, health and environmental laws and labour regulations may adversely affect our business, prospects, financial condition and results of operations.

Our operations are subject to central, state and local laws and regulations relating to the protection of the environment and occupational health and safety, including those governing the generation, handling, storage, use, management, transportation and disposal of, or exposure to, environmental pollutants or hazardous materials resulting from our business processes. Due to the nature of our business, along with extensive and increasingly stringent environmental, health and safety laws and regulations, various labour related laws and regulations are also applicable on us.

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and time required to comply with these requirements could be significant. As per CPCB classification issued by Central Pollution Control Board and adopted by Tamil Nadu Pollution Control Board, our Garment Manufacturing Unit (without dyeing, washing or printing) are classified under the white category, so no effluent, hazardous waste or air emissions generated from the manufacturing process. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

34. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds for Capital expenditure requirements of our company up a new manufacturing facility at Tiruppur- Tamil Nadu and general corporate purposes. For further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on page 69 of this Prospectus. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations

35. If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these revenue and profit growth in the future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain & make new customers, our ability to maintain customer satisfaction, our ability to mobilise sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

36. Our actual results could differ from the estimates and projections used to prepare our financial statements.

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

37. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (Promoters) are interested in our Company to the extent of their shareholding and dividend entitlement.

Some of our Directors (Promoters) are interested in our Company to the extent of their shareholding, dividend entitlement in our Company. For further details, see “*Our Business*” on page 100 of this Prospectus, in addition to normal remuneration or benefits and reimbursement of expenses. As a result, our directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. To enhance our business operations and prospects, our directors and Key Management Personnel are committed to consistently exercising their shareholder rights in the best interest of our Company, positively influencing our business, operational results, and future prospects.

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

We do not have in-house transportation facilities and rely extensively on third-party logistics providers for procurement of raw materials, including imports, and delivery of finished goods to our customers. We have not entered into long-term or definitive agreements with such service providers and engage them on a need basis. Import logistics are particularly vulnerable to risks such

as port congestion, customs clearance delays, regulatory changes, and disruptions in international shipping routes. Further, geopolitical developments, including conflicts, trade restrictions, sanctions, or disruptions in key maritime routes, may adversely impact global supply chains, leading to increased freight costs, delays, or non-availability of logistics services.

Additionally, the logistics market in our areas of operation is fragmented, which may result in limited availability of reliable transportation services. The value of goods transported is typically significantly higher than the freight charges paid, making it difficult to recover adequate compensation in case of damage, delay or loss, although the Company has not experienced any delays in delivery resulting in rejection of products by customer during the past three financial years. Any such disruptions or delays may lead to rejection of products by customers, adversely affecting our reputation, operations and financial condition.

39. Absence of order book.

We do not have an order book and our business depends on receipt of orders from time to time. Our operations are based on purchase orders received from customers, and we do not have contracts or an order book to ensure future revenue. The absence of an order book limits visibility of future revenues and may result in variation in sales and production levels. Delays in receipt of orders, reduction in order volumes, or inability to secure new orders may impact capacity utilization and revenue generation. Further, cancellation or deferment of orders by customers may also affect operations. As a result, revenue and cash flows may vary from period to period, which may affect financial condition.

40. Risk relating to sustainability of increase in PAT margin

The Company PAT margin increased from 7.63% in Fiscal 2024 to 9.23% in Fiscal 2025 and 15.44% in Fiscal 2026. The increase in PAT margin was attributable to changes in revenue, cost structure and operational factors during the respective periods. There can be no assurance that the Company will be able to maintain or improve its PAT margin in future periods. Any reduction in revenue, increase in expenses, change in input costs, pricing pressure, competition, or changes in business operations may adversely affect profitability and PAT margins in subsequent periods.

41. Liquidity Risk and Dependence on Market Maker Continuity on the NSE SME Platform

Our equity shares will be listed on the SME Platform, which typically has lower liquidity compared to the main board. Limited trading volumes may result in price volatility and difficulty for investors in buying or selling shares at desired prices. While a market maker will be appointed to support liquidity, there is no assurance of their continued effectiveness or participation. If the market maker fails to maintain quotes or withdraws, it could adversely affect trading, widen bid-ask spreads, and impact the market price of our shares. As a result, investors may face challenges in exiting their investments promptly or at favourable prices.

42. We may not be successful in implementing our business strategies

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in its first year of operation, there is no guarantee that we can implement the same on time and within the estimated budget going forward or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

43. 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 of our company towards setting up a new manufacturing facility at Tiruppur - Tamil Nadu as detailed in the section titled “Objects of the Issue” is to be funded from the proceeds of this IPO. 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 69 of this Prospectus.

44. We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/permission from the banks on the occurrence of certain events. Further, 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 199 of this Prospectus.

45. Our lenders have charge over assets in respect of finance availed by us.

We have secured our lenders by creating a charge over our assets in respect of credit facilities availed by us from banks. The total amounts outstanding and payable by us as secured loans were ₹2,836.78 lakhs as on March 31, 2026. In the event, we default in

repayment of the credit facilities availed by us and any interest thereof, hypothecation charge on our movable's assets may be invoked by the lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer chapter titled "*Statement of Financial Indebtedness*" beginning page 199 of the Prospectus.

46. *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 ₹5,000.00 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.

47. *None of our Directors have prior experience serving on the board of a listed company, which may affect our ability to efficiently discharge certain responsibilities as a listed entity.*

None of our Directors have previously served on the board of a listed company and, accordingly, may not be fully familiar with the governance, compliance, and reporting requirements or industry practices applicable to listed entities. Consequently, there can be no assurance that this lack of experience will not have an adverse impact on the management, governance, or operations of our Company. Post listing, we will be subject to the requirements of the SEBI Listing Regulations and other applicable laws. Our Board intends to comply with such requirements, including by engaging professionals with relevant expertise; however, there can be no assurance that such measures will fully mitigate the risks associated with our directors' lack of prior listed company experience.

48. *The requirements of being a public listed company may strain our resources and impose additional requirements*

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

49. *We are subject to the risk of failure of, or a material weakness in, our internal control systems. If the company are unable to establish and maintain an effective system of internal controls and compliances business and reputation could be adversely affected.*

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.

50. *The average cost of acquisition of Equity Shares by our Promoter, are lower than the face value of Equity Share.*

The average cost of acquisition of Equity Shares of our Promoters is lower than the face value of Equity Shares i.e., ₹10/-. For further details regarding the average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares of our Promoter in our Company, please see Chapter titled "*Capital Structure*" beginning on page 58 of this Prospectus.

51. *The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.*

The deployment of funds as stated in the "*Objects of the Issue*" beginning on page 69 of the Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilized have not been appraised by an independent entity and are based on our management estimates. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then

there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

52. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

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, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's 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, see "Dividend Policy" on page 148 of this Prospectus.

53. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

54. Our Promoter and Promoter Group will jointly continue to retain majority shareholding in our Company after this Issue which will allow them to determine the outcome of the matters requiring the approval of shareholders

Our promoter along with the promoter group will continue to hold collectively up to 73.60 % of the post Issue 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 shareholder's 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.

55. Industry information included in this Prospectus has been derived from industry sources. There can be no assurance that such third-party statistical, financial and other industry information is complete, reliable or accurate.

This Prospectus includes information on Industry in which we operate from various sources. For further details, please see "Industry Overview" beginning on page 87 of this Prospectus. The data has been furnished by independent agency on their websites and has no relationship with our Company, its Promoters, Directors, or the Book Running Lead Manager as on the date of this Prospectus. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

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

The Issue price is based on numerous factors. For further information, see the chapter titled "Basis for Issue Price" beginning on page 77 of this Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- Variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

57. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of NSE in a timely manner or at all.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

58. *Certain data mentioned in this 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.

59. *Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.*

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss and cash flows for the fiscal year 2026, 2025 and 2024 have been prepared in accordance with the Indian GAAP. We have not attempted to quantify the impact of IND AS, US GAAP, IFRS or any other system of accounting principles on the financial data included in the Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Accordingly, the degree to which the Restated Financial Information included in the Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Prospectus should accordingly be limited.

60. *Any of the Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.*

Pursuant to the SEBI ICDR Regulations, Any of the Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within three (3) Working Days from the Bid/ Issue Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing.

61. *We may be subject to surveillance measures, such as the Additional Surveillance Measures (ASM) and the Graded Surveillance Measures (GSM) by the Stock Exchanges which may adversely affect trading price of our Equity Shares.*

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility. On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are subject to such pre-emptive surveillance measures implemented by the Stock Exchange, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

EXTERNAL RISK FACTORS:

62. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.*

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. The Government of India has traditionally exercised and continues to exercise 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. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

63. *The impact of the Russian invasion of Ukraine, the Israel-Hamas war and the Iran-Israel conflict on the global economy is uncertain, but may prove to negatively impact our business and operations.*

The short and long-term implications of Russia's invasion of Ukraine, the Israel-Hamas war and the Iran-Israel conflict are difficult to predict at this time. As on the date of this Prospectus, we have not experienced any material interruptions in our business operations in connection with these conflicts. We continue to monitor any adverse impact that the outbreak of war in Ukraine, the subsequent institution of sanctions against Russia by the United States and several European and Asian countries, and the Israel-Hamas war or the Iran-Israel conflict may have on the global economy in general, on our business and operations and on the businesses and operations of our lenders and other third parties with which we conduct business. To the extent the wars in Ukraine or Israel or the conflict between Iran and Israel may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; significant volatility in commodity prices and supply of energy resources; political and social instability; changes in consumer or purchaser preferences and constraints; volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, could adversely affect our business, prospects and results of operations, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Further, any future amendments may affect our tax benefits such as changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For instance, the Government of India has announced the union budget for the Financial Year 2026 (the "Budget"), pursuant to which the Finance Act, 2025 has amended the Income-tax Act, 1961, including the capital gains tax rates with effect from the date of announcement of the Budget. We have not fully determined the effects of these recent and proposed laws and regulations on our business.

The Government introduced (a) the Code on Wages, 2019 ("Wages Code"); (b) the Code on Social Security, 2020 ("Social Security Code"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labor legislations. The Digital Personal Data Protection Act, 2023 ("PDP Act"), provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the PDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the PDP Act.

The Parliament of India has passed the Bharatiya Nyaya Sanhita, 2023, the Bharatiya Nagarik Suraksha Sanhita, 2023 and the Bharatiya Sakshya Adhiniyam, 2023, which have repealed the Indian Penal Code, 1860, the Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively, with effect from July 1, 2024. The effect of the provisions of these on us and the litigations involving us cannot be predicted with certainty. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current businesses or restrict our ability to grow our businesses in the future. We cannot predict whether any tax laws or other regulations affecting it will be enacted or predict the nature and effects of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, prospects and results of operations. For details, see "Key Industrial Regulations and Policies" on page 117 of this Prospectus.

65. *Any downgrade in India's sovereign debt ratings may affect the trading price of the Equity Shares.*

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies could adversely affect our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

66. If inflation continues to rise in India, increased costs may result in a decline in profits.

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation in the recent past. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and could adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, results of operations, financial condition, and cash flows. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

67. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which could adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), 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 falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any necessary approvals from the RBI or any other governmental agency can be obtained on any particular terms, or at all. In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 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 of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 265 of this Prospectus.

68. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, results of operations, and financial condition.

69. Rights of shareholders under Indian laws may be different from laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions.

70. Any adverse application or interpretation of competition laws could adversely affect our business.

The Competition Act, 2002, as amended (the “Competition Act”) was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition (“AAEC”) in certain markets in India and has mandated the Competition Commission of India (the “CCI”) to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial penalties. Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The effects of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. The Government of India has also passed the Competition (Amendment) Act, 2023, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a “combination”, expedited merger review timelines, codification of the lowest standard of “control” and enhanced penalties for providing false information or a failure to provide material information. If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

71. The extent and reliability of Indian infrastructure could adversely affect our Company’s results of operations and financial condition.

India’s physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company’s normal business activity. Any deterioration of India’s physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company’s business operations, which could have an adverse effect on its results of operations and financial condition.

72. 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 effects 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. For example, any global financial turmoil originating from the United States of America may lead to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, NSE benchmark index in the past. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

SECTION III – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue ⁽¹⁾⁽²⁾⁽³⁾	Issue of upto 35,52,000 Equity Shares having a face value of ₹10 each at an Issue Price of ₹127/- Equity Share (including a Share premium of ₹117/- Equity Share) aggregating to ₹4,511.04 Lakhs.
Out of which:	
Issue Reserved for the Market Makers	Upto 1,80,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹228.6 Lakhs.
Net Issue to the Public	33,72,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹4,282.44 Lakhs.
The Net Issue comprises of:*	
A. QIB Portion ⁽⁴⁾⁽⁵⁾	16,83,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹2,137.41 Lakhs.
Of which	
i) Anchor Investor Portion	10,09,000 Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹1,281.43 Lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto 6,74,000 Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹855.98 Lakhs.
Out of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto 33,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹41.91 Lakhs.
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 6,74,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹855.98 Lakhs.
B. Non-Institutional Portion	5,07,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹643.89 Lakhs.
Of Which	
a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs.	1,71,000 Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹217.17 Lakhs.
b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹10 lakhs.	3,36,000 Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹426.72 Lakhs.
C. Individual Investor Portion	11,82,000* Equity Shares having face value of ₹10/- each at an Issue Price of ₹127/- Equity Share (including a share premium of ₹117/- Equity Share) aggregating to ₹1501.14 Lakhs.
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as on the date of this Prospectus)	99,00,000 Equity Shares of face value of ₹10 each.
Equity Shares outstanding after the Issue	1,34,52,000* Equity Shares of face value ₹10 each.
Use of Net Proceeds by our Company	For details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 69 of this Prospectus for information on the use of Issue Proceeds.

* Subject to finalisation of the Basis of Allotment.

Notes:

- Public issue of upto 35,52,000 Equity Shares face value of ₹10.00 each for cash at a price of ₹127/- Equity Share of our Company aggregating to ₹4511.04 Lakhs. 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 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 229(2) and Regulation 253(1) 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 is being offered to the public for subscription. For further details, please refer to section “**Issue Structure**” beginning on page 243 of this Prospectus.

- 2) The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on February 27, 2026 and by the Shareholders of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of the Shareholders dated March 02, 2026.
- 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 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 QIBs, and not less than 35% of the Net Issue shall be available for allocation to Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders. Further, (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs, and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than ₹10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) could be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, was available for allocation on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.
- 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 Managers and the Designated Stock Exchange, subject to applicable laws.
- 5) Our Company has in consultation with the Book Running Lead Manager, allocated 60% of the QIB Portion to Anchor Investors (i.e., 10,09,000 equity shares) on a discretionary basis in accordance with the SEBI (ICDR) Regulations.

For details, including grounds for rejection of Bids, refer to “**Issue Structure**” and “**Issue Procedure**” on page 243 and 247 respectively. For details of the terms of the Issue, see “**Terms of the Issue**” on page 238 of this Prospectus.

SUMMARY OF OUR FINANCIAL STATEMENTS

Annexure I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ lakhs)

PARTICULARS		As at		
		31-03-2026	31-03-2025	31-03-2024
A)	EQUITY AND LIABILITIES			
1.	Shareholders' Funds			
(a)	Share Capital	990.00	990.00	990.00
(b)	Reserves & Surplus	2,475.05	1,453.50	1,040.96
(c)	Money received against share warrants	-	-	-
		3,465.05	2,443.50	2,030.96
2.	Share application money pending allotment	-	-	-
3	Non Current Liabilities			
(a)	Long Term Borrowings	490.57	1,029.18	462.82
(b)	Deferred Tax Liabilities (Net)	-	-	-
(c)	Other Long Term Liabilities	-	-	-
(d)	Long Term Provisions	108.45	80.31	66.33
		599.02	1,109.49	529.15
4	Current Liabilities			
(a)	Short Term Borrowings	2,359.06	1,941.83	1,453.90
(b)	Trade Payables			
	(i) total outstanding dues of micro enterprises and small enterprises; and	1.87	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.	82.09	46.58	158.49
(c)	Other Current Liabilities	147.68	130.85	110.66
(d)	Short Term Provisions	244.15	80.76	31.11
		2,834.84	2,200.02	1,754.16
	Total (1+2+3+4)	6,898.91	5,753.00	4,314.27
B)	ASSETS			
1.	Non Current Assets			
(a)	Property, Plant & Equipment and Intangible Assets			
i)	Property, Plant & Equipment	1,802.90	1,837.41	1,795.27
ii)	Intangible Assets	-	-	-
iii)	Capital Work in Progress	-	-	-
iv)	Intangible Assets Under development	-	-	-
(b)	Non-Current Investment	-	-	-
(c)	Deferred Tax Assets (Net)	59.02	136.73	221.63
(d)	Long Term Loans and Advances	375.52	221.09	-
(e)	Other Non Current Assets	5.64	4.99	15.65
		440.18	362.81	237.28
2.	Current Assets			
(a)	Current Investments	-	-	-
(b)	Inventories	2,413.56	2,953.59	1,487.24
(c)	Trade Receivables	1,599.21	206.78	363.44
(d)	Cash and Bank Balances	78.07	65.19	166.38
(e)	Short-Term Loans and Advances	556.63	322.59	259.80
(f)	Other Current Assets	8.36	4.63	4.85
		4,655.82	3,552.78	2,281.72
	Total (1+2)	6,898.91	5,753.00	4,314.27

Annexure II

RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in lakhs, except per share Data)

PARTICULARS		For the Year ended on		
		31-03-2026	31-03-2025	31-03-2024
1	Revenue From Operation	7,689.11	5,307.24	3,722.94
2	Other Income	406.28	198.40	90.81
3	Total Income (1+2)	8,095.39	5,505.64	3,813.75
4	Expenditure			
(a)	Cost of Material Consumed	3,209.19	3,142.27	1,460.97
(b)	Purchases of Stock in Trade	-	-	-
(c)	Changes in Inventories of finished goods, Work in progress and Stock in-Trade	119.36	(997.15)	116.08
(d)	Employee Benefit Expenses	1,729.18	1,380.02	1,040.56
(e)	Finance Cost	374.86	282.20	156.42
(f)	Depreciation and Amortisation Expenses	112.32	101.51	86.91
(g)	Other Expenses	944.63	967.75	612.78
5	Total Expenditure 4(a) to 4(g)	6,489.53	4,876.59	3,473.73
6	Profit/(Loss) Before Prior Period, Exceptional & extraordinary items & Tax (3-5)	1,605.86	629.06	340.02
7	Prior Period Items	-	-	-
8	Exceptional & Extra-Ordinary Items	-	-	-
9	Profit/(Loss) Before Tax (6-7)	1,605.86	629.06	340.02
10	Tax Expense:			
(a)	Tax Expense for Current Year	436.74	54.31	-
(b)	Short/(Excess) Provision of Earlier Year	-	-	-
(c)	Deferred Tax	(17.79)	84.90	56.10
	Net Current Tax Expenses	418.96	139.20	56.10
11	Profit/(Loss) for the Year (8-9)	1,186.90	489.85	283.93
12	Earnings per equity shares (Face Value of ₹10 each)			
i	Basic (In ₹)	11.99	4.95	11.21
ii	Diluted (In ₹)	11.99	4.95	11.21

Annexure III

RESTATED CASH FLOW STATEMENT

(Amount in ₹ lakhs)

PARTICULARS	For the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
A) Cash Flow From Operating Activities:			
Net Profit before tax but before extraordinary items	1,605.86	629.06	340.02
Adjustment for:			
Depreciation	112.32	101.51	86.91
Finance Cost	374.86	282.20	156.42
Provision of Gratuity (net)	56.09	16.12	25.17
Sundry balances written back	(28.66)	-	-
Sundry balances write off	14.08	-	-
Loss on Sale/Discarded of Assets	0.61	1.88	-
Profit on Sale of car	(0.65)		
Interest Income	(30.24)	(6.05)	(0.65)
Unrealised Foreign Exchange (Gain)/loss	(58.72)	5.42	1.99
Provision for Interest on Shortfall in Advance Tax	24.53	-	-
Operating profit before working capital changes	2,070.09	1,030.13	609.87
Changes in Working Capital			
(Increase)/Decrease in Inventory	540.03	(1,466.35)	(192.10)
(Increase)/Decrease in Trade Receivables	(1,333.56)	153.14	53.31
(Increase)/Decrease in Short Term Loans & Advances	(248.12)	(66.09)	(96.99)
(Increase)/Decrease in Other Current Assets	(3.73)	0.22	4.18
Increase/(Decrease) in Trade Payables	65.88	(113.80)	(83.83)
Increase/(Decrease) in Other Current Liabilities	19.55	21.16	(10.33)
Increase/(Decrease) in Short Term Provisions	-	-	-
Cash generated from operations	1,110.14	(441.59)	284.11
Less: Income Taxes paid (net of Refund)	(325.84)	(3.50)	0.61
Net cash flow from operating activities A	784.31	(445.08)	284.72
B) Cash Flow From Investing Activities:			
Purchase of Fixed Assets including of CWIP	(149.38)	(231.42)	(54.55)
Proceeds from Sale of Fixed Assets	1.76	8.58	2.70
Increase/(Decrease) in Long Term Loans and Advances	(154.44)	(221.09)	-
(Increase)/Decrease in Fixed Deposit	11.23	(0.58)	7.52
Increase/(Decrease) in Non Current Assets	(0.64)	-	-
Interest Income	30.24	6.05	0.65
Net cash flow from investing activities B	(261.23)	(438.45)	(43.68)
C) Cash Flow From Financing Activities:			
Proceeds from issue of Equity shares	-	-	-
Proceeds from Short Term Borrowings	417.23	487.93	-
Repayment of Short Term Borrowings	-	-	(6.55)
Proceeds from Long Term Borrowings	-	566.36	3.06
Repayment of Long Term Borrowings	(538.61)	-	-
Finance Cost (Including adjustment of Interest accrued but not due on borrowings & MSME Interest payable)	(377.59)	(283.18)	(156.14)
Net cash flow from financing activities C	(498.97)	771.11	(159.63)
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	24.11	(112.42)	81.40
Cash and Cash equivalents at the beginning of the year	53.96	166.38	84.98
Cash and Cash equivalents at the end of the year	78.07	53.96	166.38

Notes:-

1.	31-03-2026	31-03-2025	31-03-2024
Component of Cash and Cash equivalents			
Cash on hand	6.53	5.18	5.85
Balance With banks	8.78	4.03	151.03
Other Bank Balance (As per AS -3)	62.75	44.75	9.50
	78.07	53.96	166.38

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.
3. In FY 2023-24, the Company has issued 84,00,000 equity shares through a rights issue, wherein the subscription amount has been adjusted against outstanding loans from directors, therefore such issue has not been shown in investing and financing activity accordingly. This transaction does not involve cash and is therefore excluded from the cash flow statement.

SUMMARY OF CONTINGENT LIABILITIES

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
(A) Capital Commitment			
Estimated amount of contract remaining to be executed on capital account & not provided for (Capital Advance)	-	-	-
Total (A)	-	-	-
(B) Contingent liability in respect of-			
Bank Guarantee Outstanding	-	-	-
GST Demand			
GST Demand for F.Y.17-18	-	48.63	48.63
GST Demand for F.Y.18-19	-	32.56	32.56
GST Demand for F.Y.19-20	-	24.87	24.87
GST Demand for F.Y.20-21	-	81.76	81.76
GST Demand for F.Y.21-22	-	25.08	25.08
GST Demand for F.Y.22-23	116.57	-	-
Total (B)	116.57	212.90	212.90
Total (A+B)	116.57	212.90	212.90

SUMMARY OF RELATED PART TRANSACTIONS

RESTATED STATEMENT OF RELATED PARTY TRANSACTION

Lis of Related Parties as per AS – 18

Particulars	Names of related parties	Nature of Relationship
Directors and Key Management Personnel (KMP)	Vipul Badani	Promoter, Director w.e.f. 24th August, 2006
	Bhoomin R Badani	Promoter & Executive Director w.e.f. October 22, 2025, further re-designated as Whole Time Director w.e.f January 02, 2026
	Dhriti Drolia	Non- Executive Director w.e.f. 22nd October, 2025 (Ceased w.e.f 27th February, 2026)
	Krupa Rajesh Badani	Promoter & Director (Director up to 14.10.2025, Reappointed as Non-executive Director w.e.f. March 02, 2026
	Dharini Jatania	Independent Director w.e.f. 02nd January, 2026
	Kadambari Rushin Mehta	Independent Director w.e.f. 02nd January, 2026
	Saira Tabrez Khan	Chief Financial Officer w.e.f. 1st November, 2025
	Pradeep Devanand Prajapati	Company Secretary w.e.f. 28th November, 2025
Enterprises in which KMP/Relatives of KMP can exercise significant influence	Silvertraq International Private Limited	Group company
Relative of KMP	Pratiksha V. Badani	Relatives of Director
	Rajesh J. Badani	Relatives of Director
	Sneha B. Badani	Relatives of Director

(Amount in ₹ lakhs)

Transaction		Year-end		
		31-Mar-26	31-Mar-25	31-Mar-24
(i) Transactions with Director				
1	Vipul Badani			
	Director Remuneration given	42.00	24.00	24.00
	Remuneration payable Outstanding (Cr.)	-	-	1.35
	Reimbursement of Expenses	46.40	63.63	41.68
	Reimbursement of Expenses payable	1.87	-	-
	Opening Balance of Loan -Cr/(Dr.)	(221.09)	121.83	944.12
	Loan given by the company during the year- Cr./(Dr.)	(384.36)	133.64	410.16
	Repayment during the year	260.08	472.74	728.45
	Right Issue subscription amount adjusted against loan	-	-	504.00
	Interest Income on loan given	30.15	3.82	-
	Closing Balance -Cr/(Dr.)	(375.52)	(221.09)	121.83
2	Bhoomin R Badani			
	Salary Given	42.00	12.00	12.00
	Salary Payable Outstanding (Cr)	1.00	1.00	0.37
	Reimbursement of Expenses	48.95	24.35	3.53
	Reimbursement of Expenses payable	5.48	-	-
	Opening Balance of Advance/Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	12.71	-	-
	Repayment during the year	12.71	-	-
	Closing Balance -Dr/(Cr.)	-	-	-
3	Krupa Rajesh Badani			
	Director Remuneration given	38.50	12.00	12.00
	Remuneration payable Outstanding (Cr.)	0.42	0.42	0.89
	Director Sitting Fees	0.60	-	-
	Director Sitting Fees Payable	0.09	-	-
	Reimbursement of Expenses	1.00	2.11	4.43
	Reimbursement of Expenses payable	0.16	-	-
	Opening Balance of Loan -Cr/(Dr.)	24.41	11.05	256.99
	Loan received by the company during the year- Cr./(Dr.)	69.95	104.06	385.32
	Repayment during the year	81.51	90.70	295.27
	Right Issue subscription amount adjusted against loan	-	-	336.00
	Closing Balance -Cr/(Dr.)	12.85	24.41	11.05
4	Dharini Jatania			
	Full and Final Settlement of Employee dues prior to 01-04-2022	-	-	-

Transaction		Year -end		
		31-Mar-26	31-Mar-25	31-Mar-24
	Director Sitting Fees	1.00		
	Director Sitting Fees Payable	0.09		
5	Kadambari Rushin Mehta			
	Director Sitting Fees	1.00		
	Director Sitting Fees Payable	0.09		
(ii) Transaction with Group Companies				
6	Silvertraq International Private Limited			
	*Supply of Services - Advertising Charges	-	-	39.32
	Sale of Goods	-	224.67	225.67
	Sale of Machineries	-	8.58	
	Outstanding Balance of Debtor	-	1.42	46.32
	Labour Charges Services Received	-	202.83	-
	Outstanding Balance of Supplier	-	-	-
	*The Company has incurred advertisement expense on behalf of the group company which later on reimbursed by the group company.			
(iii) Transaction with Relative of Director/KMP				
7	Pratiksha V. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.35
	Reimbursement of Expenses	1.81	3.50	0.58
	Reimbursement of Expenses payable	0.02	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	0.74	-	-
	Repayment during the year	0.74	-	-
	Closing Balance -Dr/(Cr.)	-	-	-
8	Rajesh J. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.62
	Reimbursement of Expenses	11.64	10.78	4.80
	Reimbursement of Expenses payable	0.99	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	0.21	-	0.03
	Repayment during the year	0.21	-	0.03
	Closing Balance -Dr/(Cr.)	-	-	-
9	Sneha B. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.75
	Reimbursement of Expenses	21.22	13.79	0.81
	Reimbursement of Expenses payable	0.84	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	4.56	13.79	0.81
	Repayment during the year	4.56	13.79	0.81
	Closing Balance -Dr/(Cr.)	-	-	-
10	Saira Tabrez Khan			
	Salary Given	5.90	4.56	3.06
	Salary Payable Outstanding (Cr)	0.55	0.34	0.26
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	3.50	-	-
	Repayment during the year	-	-	-
	Closing Balance -Dr/(Cr.)	3.50	-	-
11	Dhriti Drolia			
	Reimbursement of Expenses	-	0.45	-
	Reimbursement of Expenses payable	-	-	-
12	Pradeep Prajapati			
	Salary Given	2.92	-	-
	Salary Payable Outstanding (Cr)	0.80	-	-

Notes-

1. list of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

3. The Director Remuneration/Salary does not include provision made for gratuity as they are determined on an actuarial basis for all employees including directors and KMPs. Further, the above also does not include contribution of company towards PF and other funds relating to directors and KMPs. All such defined benefit plans and contributions have been disclosed in detail in Annexure AE on consolidated basis. Therefore, it has been excluded from separate disclosure for directors and KMPs.
4. (i) Sales: The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists.
(ii) Purchases / Procurement: The purchases / procurements from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.
(iii) Other Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured. There have been no guarantees provided or received for any related party receivables or payables. The Company has not recorded any impairment of receivables relating to amounts owed by related parties as at reporting dates. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. There are no commitments with related parties.

GENERAL INFORMATION

Brief Summary:

Our Company was originally formed as a partnership firm under the provisions of the Indian Partnership Act, 1932 in the name and style of “M/s. Qualiance Exports” pursuant to a deed of partnership entered between Vipul Badani, Krupa Rajesh Badani at Mumbai, Maharashtra with effect from October 05, 1994, and was registered with the Registrar of Firms vide Registration number BA/60949. Subsequently, the partnership firm was converted into a private limited under the provisions of the Part IX of Companies Act, 1956, and a fresh certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Mumbai, Maharashtra, in the name of “Qualiance International Private Limited” bearing Corporate Identification Number: U17299MH2006PTC164026. Thereafter, our Company was converted from a private limited company to a public limited company vide special resolution passed by the shareholders at the extraordinary general meeting held on November 29, 2025 and consequently, the name was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion to public company dated December 09, 2025 was issued by the Registrar of Companies, Central Processing Centre bearing CIN: U17299MH2006PLC164026. For further details, please refer to the chapter titled “*History and Corporate Structure*” beginning on page 128 of this Prospectus.

The registration number and Corporate Identity Number of our Company are as follows:

Corporate Identity Number: U17299MH2006PLC164026

Company Registration Number: 164026

Registered Office	Qualiance International Limited 406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Malad West, Mumbai, Maharashtra, India – 400 064 Email: info@qualiance.com Tel. No.: +91 22 42666003 Website: https://www.qualiance.com/ CIN: U17299MH2006PLC164026 Registration Number: 164026
Address of the Registrar of Company	Registrar of Companies, Mumbai I, Maharashtra. 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.

Board of Directors:

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

Name of Directors	Designation	Address	DIN
Vipul Badani	Chairman & Managing Director	803/804, Orion, A-Wing, Vasant Galaxy CHS M.G. Road, Goregaon West, Near Bangur Nagar, Mumbai-Maharashtra – 400 090	00773202
Bhoomin R Badani	Whole Time Director & Chief Executive Officer	803/804, Orion, A-Wing, Vasant Galaxy CHS M.G. Road, Goregaon West, Near Bangur Nagar, Mumbai-Maharashtra – 400 090	02416983
Krupa Rajesh Badani	Non-Executive Director	803/804, Orion CHS. Ltd., Vasant Galaxy, M.G. Road, Cross Link Road, Near Bangur Nagar, Goregaon (West), VTC: Motilal Nagar, PO: Motilal Nagar, Mumbai-Maharashtra – 400 090	00186785
Dharini Jatania	Independent Director	Building No 16, Mount Blanc B Wing, Flat No 103, Tilak Nagar, Chembur West, Opp. Saibaba Mandir, Chembur West, VTC, Mumbai, PO: Tilak Nagar, District: Mumbai Suburban, Mumbai, Maharashtra – 400 089	11396552
Kadambari R Mehta	Independent Director	601 Hari Bhuvan Building, Tejpal Lane, August Kranti, Maidan, Gamdevi, Mumbai, Maharashtra – 400 007	11396577

For further details in relation to our directors, please refer to the chapter titled “*Our Management*” on page 132 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Saira Tabrez Khan Qualiance International Limited Address: 406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Mal, ad West, Mumbai, Maharashtra, India – 400 064	Pradeep Devanand Prajapati Qualiance International Limited Address: 406 - B Wing, Knox Plaza Next to Tangent Showroom, Mindspace, Mal, ad West, Mumbai, Maharashtra, India – 400 064

Chief Financial Officer	Company Secretary & Compliance Officer
Tel. No.: +91 22 42666003 Email: accounts01@qualiance.com Website: https://www.qualiance.com/	Tel. No.: +91 22 42666003 Email: cs@qualiance.com Website: https://www.qualiance.com/

INVESTOR GRIEVANCES:

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances relating to the Issue other than the Anchor Investors 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 Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder. Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY:

Book Running Lead Manager to the Issue	Legal Advisor to the Issue
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai – 400 013, Maharashtra, India Tel No.: +91-22-4906 0000; Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Neelkanth Agarwal/ Deeksha Kaku SEBI Reg. No.: INM000010981	Legacy Law Offices LLP Address: Legacy House, D-18, Kalkaji, New Delhi- 110019. Tel No.: +91-9988198262 Website: www.legacylawoffices.com Email Id: anand@legacylawoffices.com Contact Person: Advocate Gagan Anand Enrolment no: D/317/1996 (R)
Registrar to the Issue	Statutory Auditor
MUFG Intime India Private Limited (<i>formerly known as Link Intime India Private Limited</i>) Reg. Office: C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India Telephone: +91 810 811 4949 Email: qualiance.smeipo@in.mpms.mufg.com Investor Grievance Email: qualiance.smeipo@in.mpms.mufg.com Website: www.in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058 CIN: U67190MH1999PTC118368	M/s R K Jagetiya & Co, Chartered Accountants Address: B-303, Eklavya CHSL, N. L. Complex, Dahisar East, Mumbai-400068, Maharashtra, India Phone: +91- 9820800926 Email: rkjagetiya@gmail.com Firm Registration No.: 146264W Peer Review Certificate Number: 017355, Valid upto 30 th June 2027 Contact Person: Ravi K Jagetiya Membership No: 134691
Bankers to our Company	Banker to the Issue/Public Issue Bank/ Sponsor Bank
Bank of Baroda Address: Office No. 13, Vaswani Chambers, Dr. Annie Besant Road, Worli, Mumbai – 400 030 Telephone: 022-24313861 Fax: 022-24326351 Email Id: worli@bankofbaroda.com Contact Person: Pradeep Mahipal Chaudhary Designation: Assistant General Manager (Branch Head)	Kotak Mahindra Bank Limited Address: Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg, Malad – East, Mumbai 400097 Tel. No.: 022-69410754; Email: cmsipo@kotak.com Website: www.kotak.com Contact Person: Sumit Panchal SEBI Registration Number: INBI00000927
Syndicate Member	
Hem Finlease Private Limited Address: 203, Jaipur Tower, M. I. Road, Jaipur-302001, Rajasthan, India. Tel No.: +91-141-4051000 Email Id: ashoks@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ashok Soni SEBI Registration Number: INZ000167734	

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on the website of the Securities and Exchange Board of India at the 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 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 provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI

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, Individual Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40), or any such other website as may be prescribed by SEBI from time to time

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, 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, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at NSE at www.nseindia.com 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 (CDP's)

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) and updated from time to time.

Brokers to the Issue

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

Experts Opinion

Except for the reports in the section *“Statement of Special Tax Benefits”, “Restated Financial Statements” “Statement of Financial Indebtedness”* on page 82, 149 and 199 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Prospectus, as required under the Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Prospectus. However, the term **“expert”** shall not be construed to mean an **“expert”** as defined under the U.S. Securities Act, 1933.

Our Company has received written consent dated August 14, 2026 from M/s. R K Jagetiya & co., Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus, and

as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Peer Review Auditors, and in respect of their (i) examination report, dated August 14, 2026 on the Restated Financial Information; and (ii) their statement of special tax benefits in this Prospectus and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has received written consent dated March 27, 2026 from S.C. Sheth Chartered Engineer, to include their name in this Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of his certificate on the installed capacity of the Company in connection with the Issue and such consent has not been withdrawn as of the date of this Prospectus.

Inter-se Allocation of Responsibilities

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

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if issue size exceeds ₹5,000.00 Lakhs. As the size of the Issue is below ₹5,000.00 Lakh, our Company has not appointed any Monitoring Agency to monitor the utilization of the Net Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations. For details in relation to the proposed utilization of the Net Proceeds, see “*Objects of the Issue*” on page 69 of this Prospectus.

Green Shoe Option

No Green Shoe Option is applicable for this issue.

Appraising Entity

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

Credit Rating

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

IPO Grading

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

Trustees

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

Debenture Trustees

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

Filing of Issue Document with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus and Red Herring Prospectus was filed and the Prospectus is being filed with SME platform of National Stock Exchange of India Limited (“**NSE Emerge**”) Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus was not filed with SEBI, nor the SEBI has 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/ Prospectus along with the abridged 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 26 & 32 of the Companies Act, 2013 was filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

Book Building Process

Book Building, in context to the Issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band. The Price Band was determined by

our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and which was advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Marathi edition of regional newspaper Pratahkal where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price has been determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

All Bidders were mandatorily required to use the ASBA process for participating in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “**Issue Procedure**” on page 247 of this Prospectus.

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 offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer 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 247 of the Prospectus.

In terms of SEBI ICDR Regulations, any category of investors was not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of Equity Shares or the Bid Amount) at any stage. For Individual Investors, only the upward revision is allowed during the Bid/ Issue Period. Allocation in the issue will be made on a proportionate basis.

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter Hem Securities Limited in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated August 11, 2026 entered into by the Company and the 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
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India. Tel No.: +91-22-49060000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Rohit Sharma SEBI Registration Number: INM000010981	35,52,000*	4511.04	100%

**Includes 1,80,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease 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 mentioned below, there have been no changes in our Company’s auditors in the last three (3) years:

Details of Auditor	Date of Change	Reason
Mehta Doshi & Associates Chartered Accountants, Address: 601, Ashok Heights, 6th Floor, Gundavali, Old Nagar, Cross Road, Near Bhuta School, Andheri East, Mumbai – 400 069 Tel No.: +91-7836007111 Email: ashokmehtaco@gmail.com Firm Registration No.: 106209W Membership No: 016077 Contact Person: Ashok S. Mehta	October 13, 2025	Resignation due to the requirement for a peer-reviewed auditor.
Ravi Kant Jagetiya, Chartered Accountant Address: B-303, Eklavya CHSL, N.L. Complex, Dahisar East, Mumbai – 400 068. Tel. No.: +91-9820800926 Email: rkjagetiyo@gmail.com Membership No.: 134691	October 22, 2025	Appointment in a casual vacancy.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with 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 Book Running Lead Manager, 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 Draft 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) filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies.

Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated August 11, 2026 with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Name	Hem Finlease Private Limited
Correspondence Address	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India.
Tel No.	+91-141-4051000
E-mail	ib@hemsecurities.com
Website	www.hemsecurities.com
Contact Person	Ashok Soni
SEBI Registration No.	INZ000168034
Market Maker Registration No.	SMEREG2020090906741

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated August 11, 2026, to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

Hem Finlease Limited, registered with the SME Platform of National Stock Exchange of India Limited, will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

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

The 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 blackout period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME Platform of NSE) and SEBI from time to time.
- The investors with holdings less than the minimum lot size shall be allowed to issue their holdings to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot, along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of NSE (in this case currently the minimum trading lot size is 1,000 equity shares; however, the same may be changed by the SME Platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of the Market Maker in our company reach 25% of Issue Size. Any Equity Shares allotted to the Market Maker under this Issue over and above 25% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce 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 the market-making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be a pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 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 or any other problems. All controllable reasons require prior approval from the Exchange, while force majeure will be applicable for non-controllable reasons. The decision of the Exchange 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 for appointing a replacement Market Maker(s) and executing 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 Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. 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:** The Stock Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and

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

- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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 70	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 Prospectus.

(₹ in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 2,00,00,000 Equity Shares having Face Value of ₹10/- each	2,000.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 99,00,000 Equity Shares having Face Value of ₹10/- each	990.00	-
C	Present Issue in terms of this Prospectus 35,52,000 Equity Shares having face value of ₹10/- each at a price of ₹127/- Equity Shares Share (including Premium of ₹117/- share) ⁽¹⁾	355.20	4,511.04
	Which comprises of:		
D	Reservation for Market Maker Portion 1,80,000 Equity Shares having face value of ₹10/- each at a price of ₹127/- Equity Shares Share (including Premium of ₹117/- share) reserved as Market Maker Portion.	18.00	228.6
E	Net Issue to Public Net Issue to Public of 33,72,000 Equity Shares having face value of ₹10/-each at a price of ₹127/- Equity Shares Share (including Premium of ₹117/- share) to the Public.	337.2	4,282.44
F	Issued, Subscribed and Paid-up Equity Share Capital after the Issue 1,34,52,000 Equity Shares of face value of ₹10/- each	1,345.20	
G	Securities Premium Account Before the Issue (as on date of this Prospectus)	0.00	
	After the Issue	4,155.84	

*subject to finalization of basis of allotment.

- 1) The Present Issue of up to 35,52,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 27, 2026 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 March 02, 2026.

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 not issued any partly paid-up Equity Shares since its incorporation, nor does it have any partly paid-up Equity Shares as on the date of the Prospectus. Our Company has no outstanding convertible instruments as on the date this 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	10,00,000	10/-	100.00	-	N.A.
2.	Increase in the authorized share capital of the Company from ₹100.00 Lakh divided into 10,00,000 Equity Shares of ₹10/- each to ₹150.00 Lakhs divided into 15,00,000 Equity Shares of ₹10/- each.	15,00,000	10/-	150.00	October 25, 2011	EGM
3.	Increase in the authorized share capital of the Company from ₹150.00 Lakh divided into 15,00,000 Equity Shares of ₹10/- each to ₹990.00 Lakhs divided into 99,00,000 Equity Shares of ₹10/- each.	99,00,000	10/-	990.00	February 06, 2024	EGM

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
4.	Increase in the authorized share capital of the Company from ₹990.00 Lakhs divided into 99,00,000 Equity Shares of ₹10/- each to ₹2000.00 Lakhs divided into 2,00,00,000 Equity Shares of ₹10/- each.	2,00,00,000	10/-	2,000.00	October 22, 2025	EGM

2. History of Issued and Paid-up Share Capital of our Company:

a) Equity Share Capital

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) (₹)	Nature Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid-Up Capital (₹)
Upon Incorporation	10,000	10	10	Other than Cash*	Subscription to MOA ⁽ⁱ⁾	10,000	Nil	1,00,000
September 25, 2006	4,90,000	10	10	Cash	Right Issue ⁽ⁱⁱ⁾	5,00,000	Nil	50,00,000
February 06, 2007	3,00,000	10/-	10	Cash	Right Issue ⁽ⁱⁱⁱ⁾	8,00,000	Nil	80,00,000
September 19, 2011	2,00,000	10/-	10	Cash	Right Issue ^(iv)	10,00,000	Nil	1,00,00,000
November 17, 2011	5,00,000	10/-	10	Cash	Right Issue ^(v)	15,00,000	Nil	1,50,00,000
February 16, 2024	84,00,000	10/-	10	Cash	Right Issue ^(vi)	99,00,000	Nil	9,90,00,000

*Pursuant to the Conversion of Partnership Firm into Company

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

(i) Pursuant to conversion of partnership firm into company under Part IX of the Companies Act, 1956, the Subscribers to the Memorandum on 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.	Vipul Badani	5,900
2.	Krupa Rajesh Badani	4,000
3.	Rajesh Jagmohandas Badani	20
4.	Pratiksha Vipul Badani	20
5.	Bhoomin R Badani	20
6.	Vipul Badani on behalf of Vipul J Badani HUF	20
7.	Rajesh J Badani on behalf of Rajesh J Badani HUF	20
	Total	10,000

(ii) Details of the Right Issue of 4,90,000 Equity Shares of face value of ₹10/- each as per the details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Vipul Badani	2,94,000
2.	Krupa Rajesh Badani	1,96,000
	Total	4,90,000

(iii) Details of the Right Issue of 3,00,000 Equity Shares of face value of ₹10/- each as per the details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Vipul Badani	1,80,000
2.	Krupa Rajesh Badani	1,20,000
	Total	3,00,000

(iv) Details of the Right Issue of 2,00,000 Equity Shares of face value of ₹10/- each as per the details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Vipul Badani	1,20,000
2.	Krupa Rajesh Badani	80,000
	Total	2,00,000

(v) Details of the Right Issue of 5,00,000 Equity Shares of face value of ₹10/- each as per the details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Vipul Badani	3,00,000
2.	Krupa Rajesh Badani	2,00,000
	Total	5,00,000

(vi) Details of the Right Issue of 84,00,000 Equity Shares of face value of ₹10/- each as per the details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Vipul Badani	50,40,000
2.	Krupa Rajesh Badani	33,60,000
	Total	84,00,000

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

3. Except as mentioned in point number 2 a(vi) above, the Company has not issued any Equity Share in the last two years preceding the date of the Prospectus.

4. Issue of Equity Shares for consideration other than cash:

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

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. Issue of Equity Shares under Employee Stock Option Schemes

Our company has not issued any equity shares under any employee stock option scheme.

7. Our Company has not issued Equity shares at a price that may be below than the Issue price within the last one year from the date of the Prospectus.

8. We have revalued our fixed assets including Building, Freehold Land & Office Premises during the Fiscal Year 2022-23 & 2023-24. However, we have not issued any Equity Shares (including bonus shares) by capitalising any revaluation reserves.

9. The Issuer company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Prospectus.

10. 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 Prospectus:

I – Our Shareholding Pattern:

Cat g o r y	Category of shareholder	Nos. of share holde rs	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of shares underl ying Depository Receipts	Total nos. share s held	Sharehold ing as a % of total no. of shares (calculate d as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Share s Underl ying Outst andin g conve rtible	Shareholdin g, 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 demateria lized form
								No of Voting Rights			Total as a % of (A+B+ C)			N o. (a)	As a % of total Shar es held (b)	No. (a)	As a % of total Share s held (b)	
								Class Equity Shares of ₹10/- each^	Cl as s e g : 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	85,63,000	-	-	85,63,000	86.49	85,63,000	-	85,63,000	86.49	-	86.49	85,63,000	86.49	-	-	85,63,000
(B)	Public	10	13,37,000	-	-	13,37,000	13.51	13,37,000	-	13,37,000	13.51	-	13.51	13,37,000	13.51	-	-	13,37,000
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	17	99,00,000	-	-	99,00,000	100.00	99,00,000	-	99,00,000	100.00	-	100.00	99,00,000	100.00	-	-	99,00,000

Notes-

- As on date of this 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 a tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

11. 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 Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid-up Share Capital
1.	Vipul Badani	50,49,000	51.00%
2.	Krupa Rajesh Badani	23,59,241	23.83%
3.	RJ HUF (through its Karta Ramesh Thakurdas Jaisinghani)	552000	5.58%
4.	Dhriti Drolia	4,45,500	4.50%
5.	Eterna Prima-Scheme II	315000	3.18%
6.	Bhoomin R Badani	3,01,500	3.05%
7.	Sneha Bhoomin Badani	2,15,500	2.18%
8.	Pratiksha Vipul Badani	1,30,500	1.32%
	Total	93,68,241	94.63%

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid-up Share Capital
1.	Vipul Badani	50,49,000	51.00%
2.	Krupa Rajesh Badani	26,23,500	26.50%
3.	Rajesh Jagmohandas Badani	4,45,500	4.50%
4.	Pratiksha Vipul Badani	4,45,500	4.50%
5.	Bhoomin R Badani	4,45,500	4.50%
6.	Dhriti Drolia	4,45,500	4.50%
7.	Sneha Bhoomin Badani	4,45,500	4.50%
	Total	99,00,000	100.00%

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid-up Share Capital
1.	Vipul Badani	59,40,000	60.00%
2.	Krupa Rajesh Badani	39,60,000	40.00%
	Total	99,00,000	100.00%

*Details of shares held on August 30, 2025 and percentage held have been calculated based on the paid-up capital of our Company as on August 30, 2025.

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid-up Share Capital
1.	Vipul Badani	59,40,000	60.00%
2.	Krupa Rajesh Badani	39,60,000	40.00%
	Total	99,00,000	100.00%

*Details of shares held August 30, 2024 and percentage held have been calculated based on the paid-up capital of our Company as on August 30, 2024.

12. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Prospectus.

13. 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 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 issue, 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.

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

As on the date of this Prospectus, Our Promoters, Vipul Badani, Krupa Rajesh Badani and Bhoomin R Badani collectively hold 77,09,741 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue / Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
(A) Vipul Badani							
Upon Incorporation	5900	10	10	Other than Cash*	Subscriber to MOA	0.06	0.04
August 28, 2006	100	10	10	Cash	Acquisition by way of Transfer ⁽ⁱ⁾	Negligible	Negligible
September 25, 2006	2,94,000	10	10	Cash	Right Issue	2.96%	2.19
February 06, 2007	1,80,000	10	10	Cash	Right Issue	1.82%	1.34
September 19, 2011	1,20,000	10	10	Cash	Right Issue	1.21%	0.89
November 17, 2011	3,00,000	10	10	Cash	Right Issue	3.03%	2.23
February 16, 2024	50,40,000	10	10	Cash	Right Issue	50.91%	37.47
November 17, 2025	(8,91,000)	10	Nil	Gift	Transfer of Shares ⁽ⁱⁱ⁾	(09.00%)	(6.62%)
Total (A)	50,49,000					51.00%	37.53%
(B) Krupa Rajesh Badani							
Upon Incorporation	4,000	10	10	Other than Cash*	Subscriber to MOA	0.04%	0.03%
September 25, 2006	1,96,000	10	10	Cash	Right Issue	1.98%	1.46%
February 06, 2007	1,20,000	10	10	Cash	Right Issue	1.21%	0.89%
September 19, 2011	80,000	10	10	Cash	Right Issue	0.80%	0.59%
November 17, 2011	2,00,000	10	10	Cash	Right Issue	2.02%	1.49%
February 16, 2024	33,60,000	10	10	Cash	Right Issue	33.93%	24.98%
November 17, 2025	(13,36,500)	10	Nil	Gift	Transfer of Shares ⁽ⁱⁱⁱ⁾	(13.50%)	(9.94%)
August 29, 2025	(2,64,259)	10	127	Cash	Transfer of Shares ^(iv)	(2.67%)	(1.96%)
Total (B)	23,52,241					23.83%	17.54%
(C) Bhoomin R Badani							
Upon Incorporation	20	10	10	Other than Cash*	Subscriber to MOA	Negligible	Negligible
August 28, 2006	(20)	10	10	Cash	Transfer of Shares ^(v)	Negligible	Negligible
November 17, 2025	4,45,500	10	Nil	Gift	Acquisition by way of Transfer ^(vi)	4.50%	3.31%
August 29, 2025	(1,44,000)	10	127	Cash	Transfer of Shares ^(vii)	(1.45%)	(1.07%)
Total (C)	3,01,500					3.05%	2.24%

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 % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
Grand Total (A+B+C)	77,09,741					77.88%	73.60%

**Pursuant to the Conversion of Partnership Firm into Company*

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

i. Details of the acquisition of 100 equity shares by Vipul Badani

Sr. No.	Date of Acquisition	Name of Transferor	No. of Shares
1.	August 28, 2006	Rajesh Jagmohandas Badani	20
2.		Pratiksha Vipul Badani	20
3.		Bhoomin R Badani	20
4.		Vipul J Badani HUF	20
5.		Rajesh J Badani HUF	20
Total			100

ii. Details of transfer of 8,91,000 equity shares of Vipul Badani

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	November 17, 2025	Pratiksha Vipul Badani	4,45,500
2.		Dhriti Drolia	4,45,500
Total			8,91,000

iii. Details of transfer of 13,36,500 equity shares of Krupa Rajesh Badani

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	November 17, 2025	Rajesh Jagmohandas Badani	4,45,500
2.		Sneha Bhoomin Badani	4,45,500
3.		Bhoomin R Badani	4,45,500
Total			13,36,500

iv. Details of Transfer of 2,64,259 equity shares of Krupa Rajesh Badani

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1	August 29, 2026	RJ HUF (through its Karta Ramesh Thakurdas Jaisinghani)	2,64,259
Total			2,64,259

v. Details of Transfer of 20 equity shares of Bhoomin R Badani

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1	August 28, 2006	Vipul Badani	20
Total			20

vi. Details of acquisition of 4,45,500 equity shares by Bhoomin R Badani

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares
1	November 17, 2025	Krupa Rajesh Badani	4,45,500
Total			4,45,500

vii. Details of acquisition of 1,44,000 equity shares by Bhoomin R Badani

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares
1	August 29, 2026	SB Opportunities Fund II	72,000
2		Pocketful Research Capital Private Limited	72,000
Total			1,44,000

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Vipul Badani	50,49,000	10.00
2.	Krupa Rajesh Badani	23,59,241	10.00
3.	Bhoomin R Badani	3,01,500	-

16. 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
	Promoters				
1.	Vipul Badani	50,49,000	51.00	50,49,000	37.53
2.	Krupa Rajesh Badani	23,59,241	23.83	23,59,241	17.54
3.	Bhoomin R Badani	3,01,500	3.05	3,01,500	2.24
	Total (A)	77,09,741	77.88	77,09,741	57.31
	Promoter Group				
4.	Pratiksha Vipul Badani	1,30,500	1.32	1,30,500	0.97
5.	Rajesh Jagmohadas Badani	61,759	0.62	61,759	0.46
6.	Dhriti Drolia	4,45,500	4.50	4,45,500	3.31
7.	Sneha Bhoomin Badani	2,15,500	2.18	2,15,500	1.60
	Total (B)	8,53,259	8.62	8,53,259	6.34
	Total (A+B)	85,63,000	86.49	85,63,000	63.66

17. No Equity Shares were purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus.

18. 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 Prospectus.

19. 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 Promoters’ 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 Prospectus, our Promoters hold 77,09,741 Equity Shares constituting 77.88% of the offered, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the promoter’s contribution.

Our Promoter, Vipul Badani, has given written consent to include 26,92,000 Equity Shares held by him and subscribed by him as part of Promoters’ Contribution constituting 20.01% of the post-issue Equity Shares of our Company. Further, he has 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
Vipul Badani						
February 16, 2024	26,92,000	10	10	Right Issue	20.01	3 years

*Assuming full subscription to the Issue.

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

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash as disclosed and revaluation of assets or capitalisation of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters' contribution which is locked in for three years, shall be locked in a phased manner from the date of allotment in this issue as below:

- (a) 50% promoters' holding shall be locked in for 1 year
- (b) remaining 50% promoters' holding shall be locked in for 2 years

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. Hence Eligible
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. Hence Eligible
237(1)(b)	Specified securities acquired by promoter 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. Hence Eligible.
237(1)(c)	Specified securities allotted to promoter 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 promoter of the Issuer and there is no change in the management: Provided that specified securities, allotted to promoter 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. Hence Eligible.
237(1)(d)	Specified securities pledged with any creditor.	Our Promoter has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Details of Promoters' Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares constituting 25,09,000 Equity Shares shall be locked in for a period of two years and remaining 50% of pre-issue Equity Shares constituting 25,08,741 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this issue.

Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity shares held by persons other than the promoters constituting 9,50,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this issue. Further, as per 239(c), equity shares held by alternative investment fund of Category II constituting 3,87,000 shall be locked in for a period of at least one year from the date of purchase of such shares.

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

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 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 nonbanking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 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, 2018 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, 2018 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 promoter or a person in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
20. 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.
21. As on the date of this 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.
22. 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 Prospectus.
23. As on the date of this 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.
24. We have 17 shareholders as on the date of filing of this Prospectus.
25. As on the date of filing of this 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.
26. Our Company has not raised any bridge loan against the proceeds of the Issue. For further information, refer chapter heading "*Objects of the Issue*" on page 69 of this Prospectus.
27. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
28. We hereby 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 Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
29. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets
30. An over-subscription to the extent of 10% of the Issue subject to the maximum post issue paid up capital of ₹25 cr. 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.
31. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

33. There are no Equity Shares against which depository receipts have been issued.
34. Other than the Equity Shares, there is no other class of securities issued by our Company.
35. There are no safety net arrangements for this public Issue.
36. As per RBI regulations, OCBs are not allowed to participate in this Issue.
37. Our Promoters and Promoter Group will not participate in this Issue.
38. This Issue is being made through Book Building Method.
39. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
40. 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.
41. 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 Bidder/Applicant.
42. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the 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 35,52,000 Equity shares of face value of ₹10 each aggregating ₹4,511.04 Lakhs of our Company at an Issue Price of ₹127/- equity share.

Fresh Issue

Our Company proposes to utilize the funds which are being raised through the Fresh Issue, up to ₹4,511.04 Lakhs, after deducting the Issue related expenses to the extent payable by our Company with respect to the Fresh Issue, towards funding the following objects:

1. Funding the capital expenditure requirements of our company towards setting up a new manufacturing facility at Tiruppur-Tamil Nadu
2. General Corporate Purposes

(Collectively referred as the “Objects”)

We believe that the listing will enhance our corporate image and visibility of brand name of our company. We also believe that our company will receive the benefits from listing of Equity Shares on the SME platform of NSE (“**NSE EMERGE**”). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our company. The main object clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our company are within the objects clause of our Memorandum of Association.

Net Proceeds

The details of the Net Proceeds are set forth below:

<i>(Amount in ₹ Lakhs)</i>	
Particulars	Amount
Gross Proceeds of the Issue	4,511.04
Less: Issue related expenses in relation to Issue	708.75
Net Proceeds	3,802.29

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:

<i>(Amount in ₹ Lakhs)</i>		
S. No.	Particulars	Amount
1.	Funding the capital expenditure requirements of our company towards setting up a new manufacturing facility at Tiruppur- Tamil Nadu	3,800.00
2.	General Corporate Purposes	2.29
	Total	3,802.29

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

Details of Utilization of Net Proceeds

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

1. Funding the capital expenditure requirements of our company towards setting up a new manufacturing facility at Tiruppur-Tamil Nadu

Our Company is an integrated apparel manufacturer specializing in technical outerwear, performance products, work wear, uniforms, and lifestyle garments across both woven and knit categories. We operate from our manufacturing facility located in Tiruppur, Tamil Nadu, with an installed production capacity of 4,50,000 pieces p.a. We operate under globally recognized certifications, including ISO 9001:2015, ISO 14001:2015, ISO 14064-1:2018, SA 8000, GOTS, and GRS, aligning our operations with the compliance and sustainability requirements of institutional buyers, work wear companies, and lifestyle brands. Our manufacturing capabilities include seam sealing, bonded and sew-free construction, ultrasonic welding, laser cutting and perforation, reflective fusing, down filling, and quilting.

Expansion Plan

As part of our growth strategy, we are establishing a new manufacturing facility at Survey No. 55/1, Pongupalayam Village, Avinashi, Tiruppur District, Tamil Nadu. The land was acquired based on the sale agreement dated 20th January 2026 for a consideration of ₹87.00 lakh, funded through internal accruals. The proposed facility will be a multi-storey RCC building with a total built-up area of approximately 143,370 sq. ft. across four floors and will be equipped with plant and machinery for apparel manufacturing. The estimated annual base production capacity of the new factory is 10,80,000 pieces. The proposed capacity of 600 sewing machines is modest compared with global garment industry standards. Leading factories supplying international brands

generally operate 2,000–5,000 machines. A factory typically needs at least around 500 machines to secure regular orders from premium international brands. Therefore, the proposed 600-machine capacity is only marginally above the minimum level required to compete for such business.

Our Company has obtained a civil construction cost estimate from Integrated Engineering Vaasthu and quotations obtained from various vendors which have been certified by S.C. Sheth, Chartered Engineer and Approved Valuer, pursuant to their project report dated August 13, 2026.

Cost of the Project

The total estimated cost of the proposed project is ₹3,914.19 lakhs (excluding GST on Plant & Machinery) out of which ₹3,800 will be funded from the IPO proceeds, and the remaining amount will be met through internal accruals, including borrowings and cash and bank balances. The fund requirement for the capital expenditure for setting up the manufacturing facility at Tiruppur is based on the project report dated August 13, 2026, issued by S.C. Sheth, Chartered Engineer.

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Land-Owned	-
2.	Civil Work	2,608.72
3.	Plant & Machinery	1,305.47
	Total Project Cost	3,914.19

Note: The fund requirements for the capital expenditure for setting up manufacturing facility at Tiruppur are based on the Project report dated August 13, 2026 issued by S.C. Sheth, Chartered Engineer.

Civil Work

The detailed break-up of the estimated cost towards civil work of establishing the proposed manufacturing facility based on the quotation received from Integrated Engineering Vaasthu.

(₹ in lakhs)			
Sr. No.	Description	Quotation details	Quotation amount
1.	Ground Floor (RCC); 35842.50 sqft * ₹1630.74/- sqft	Quotation dated August 13, 2026 from Integrated Engineering Vaasthu, Valid till October 12, 2026	584.50
2.	First Floor (RCC); 35842.50 sqft * ₹1207.96/- sqft		432.96
3.	Second Floor (RCC); 35842.50 sqft * ₹1328.75/- sqft		476.26
4.	Third Floor (RCC); 35842.50 sqft * ₹1449.55/- sqft		519.55
5.	Rain Water Collection Floor Sump; 3,14,000 litres * ₹10/- litre		31.40
6.	Generator Cum Power House Building; 822.50 sqft * ₹1751.54/- sqft		14.41
7.	Compound Wall Work		101.47
8.	Building Outside Road side Gravel filing		50.23
	Total		2210.782,210.78
	Add: GST@18%		397.94
	Grand Total (including GST)		2,608.72

Plant & Machinery

A detailed breakup of estimated cost of plant and machineries which are proposed to be funded from the net issue proceeds is set forth below:

(₹ in lakhs)				
S. No.	Machinery Details	Qty.	Quotation details	Quotation amt.
1.	Auto Cutter Spreader & Air Flootation Cutting Table	-	Quotation dated July 16, 2026 received from Oshima Co. Ltd. Valid till November 30, 2026	159.06^
2.	Band Knife, Straight Knife, End Cutter, Snap Button, Rib Cutter, Needle Detector	30	Quotation dated July 14, 2026 received from New Future Tech Valid till November 30, 2026	17.35
3.	Laser Machines	2	Quotation dated March 16, 2026 received from Sakho Industries Private Limited, Valid till November 30, 2026	10.95
4.	Garment CAD, Magic Inkjet Plotter, Flatbed Inkjet Cutting Plotter & Digitizer	4	Quotation dated August 03, 2026 received from Studio Next Technology Private Limited, Valid till December 01, 2026	9.75

S. No.	Machinery Details	Qty.	Quotation details	Quotation amt.
5.	Sewing Machines (Juki & Pegasus) - 2N4T O/L, 3N6T Safe Stich, 3N5T Flatbed, Cylinder Bed, Feed of Arm, 1N L/S, Button Hole, Butter Sewer, Bartrack, Edge Trimmer 2NL/S	635	Quotation dated July 09, 2026 received from Alpine Knits India Private Limited, Valid till November 30, 2026	555.62^
6.	Seam Sealing Machine, Fusing Machine (Single & Double Head), Water test Machine	21	Quotation dated March 16, 2026 received from H & H Asia Group Limited, Valid till November 30, 2026	56.61^
7.	Boiler, Ironing Table, Stain Removing Machine, Iron Box, Electrical Steam Boiler, Buck attachment	47	Quotation dated July 27, 2026 received from Ramsons Garment Finishing Equipment's (P) Ltd., Valid till October 30, 2026	18.78
8.	Weighing Scales	5	Quotation dated July 27, 2026 received from K.S Engineering Valid till November 30, 2026	0.67
9.	Lab Testing Equipment	11	Quotation dated July 14, 2026 received from Magi Tex, Valid till November 11, 2026	4.39
10.	Strapping & Wrapping Machine	2	Quotation dated July 27, 2026 received from A.M Packaging, Valid till November 30, 2026	1.29
11.	Fire & Safety Equipment's	448	Quotation dated July 13, 2026 received from Hi- Tech Technology, Valid till November 30, 2026	6.34
12.	Fire Hydrant (Kirkloskar)	-	Quotation dated July 13, 2026 received from Hi- Tech Technology, Valid till November 30, 2026	13.93
13.	Fire Alarm & Smoke Detectors	-	Quotation dated July 13, 2026 received from Vincare Technologies, Valid till November 13, 2026	2.07
14.	Fire Retardant Doors	-	Quotation dated July 13, 2026 received from Hi- Tech Technology, Valid till September 13, 2026	2.67
15.	CCTV (Hikvision)	-	Quotation dated July 13, 2026 received from Vincare Technologies, Valid till November 13, 2026	6.88
16.	IT Set up	-	Quotation dated July 13, 2026 received from Info Cares, Valid till November 13, 2026	2.39
17.	Desktop Computers (Lenovo)	50	Quotation dated July 13, 2026 received from Info Cares, Valid till November 13, 2026	28.35
18.	Intercom- IPPBX systems	38	Quotation dated July 13, 2026 received from Vincare Technologies, Valid till November 13, 2026	2.25
19.	Manual Cutting Table, Busbar Box, Line Control Panel, Steel Bench, Checking table, Ironing Support Table, Garment Storage Rack & Trolley	-	Quotation dated July 09, 2026 received from AR Industrial furniture's, Valid till November 30, 2026	64.82
20.	Generator	1	Quotation dated July 08, 2026 received from Prime Power Solution Valid till November 30, 2026	22.28
21.	Warehouse Fabrication	-	Quotation dated March 14, 2026 received from MGN Fabtech Engineers, Valid till December 31, 2026	85.00
22.	Stabilizer	1	Quotation dated March 16, 2026 received from Servocom Technologies, Valid till November 30, 2026	5.24
23.	Air Compressor (Chicago Pheumatic)	1	Quotation dated July 20, 2026 received from SG Pneumatics Private Limited, Valid till November 30, 2026	6.74
24.	Solar System	1	Quotation dated July 15, 2026 received from Kondas Automation Pvt. Ltd., Valid till November 30, 2026	162.26
25.	Elevators	3	Quotation dated July 15, 2026 received from Vista Engineering., Valid till November 15, 2026	43.90

S. No.	Machinery Details	Qty.	Quotation details	Quotation amt.
26.	RO Plant & Water Dispensers (Conway)	9	Quotation dated July 14, 2026 received from Aqua Pure Systems., Valid till November 13, 2026	8.35
27.	Payroll Software & Punching Machines	1	Quotation dated July 15, 2026 received from Yespee Softwares, Valid till November 30, 2026	7.53
	Total (excluding GST)			1,305.47

^ Source (1\$ = 95.7477 INR) <https://www.rbi.org.in/> dated August 19, 2026

Note: -

- We have not yet placed orders for any machinery. We have considered the above quotations for the budgetary estimate purpose and the actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Prospectus.
- The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machinery or vendor or addition/deletion of any machinery) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to the limit of 15% of the amount raised by our Company through Fresh Issue or ₹10 crores whichever is lower.
- We are not acquiring any second-hand machinery.
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost. Further, cost can be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.
- Our Promoters, Directors and Key Managerial Personnel, do not having any interest in the entity from whom we have obtained quotation.

The Capital Expenditure undertaken by the company in the past three fiscal years are as follows:

(in ₹ Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Freehold Land	100.77	18.71	-
Factory Building	2.72	-	-
Furniture & Fixtures	10.96	13.60	5.10
Plant & Equipment	17.86	86.52	43.07
Motor Vehicles	10.85	100.49	-
Office Equipment	3.30	7.64	2.27
Computers	2.92	4.45	4.11
Total	149.38	231.42	54.55

Government Approvals and Timelines

The company will be requiring the below-mentioned government approvals, permissions and clearances for the proposed factory unit, which includes, inter alia, pre-establishment approvals/ permissions/ clearances and post-establishment approvals/ permissions/ clearances along with the proposed timelines for the applications

Nature of License/Approval	Applicable Laws	Authority	Expected Timeline
Possession of Land	-	-	Already held (Sale deed dated 20 Jan 2026)
Conversion of Land Use (CLU)	TN Town and Country Planning Act, 1971	DTCP / Tiruppur LPA	Converted (approval letter received on July 28, 2026)
Consent to Establish (CTE)	Water Act, 1974 / Air Act, 1981	TNPCB	Not applicable (White Category)
Civil Work Commencement (Building Permit)	TN District Municipalities Act	Tiruppur City Municipal Corporation	Post CLU approval Proposed July 2026
Civil Work Completion	TN District Municipalities Act	Tiruppur City Municipal Corporation	Proposed January, 2027

Nature of License/Approval	Applicable Laws	Authority	Expected Timeline
Factory License	Factories Act, 1948 / TN Factories Rules, 1950	DISH, Tamil Nadu	Proposed January, 2027
Machinery Installation	-	-	Proposed February, 2027
Consent to Operate (CTO)	Water Act, 1974 / Air Act, 1981	TNPCB	Not applicable (White Category)

Since the proposed unit is classified under the White Category no environmental approval (CTE/CTO) or NOC from the Pollution Control Board is required. Power, water and fuel are not 'approvals' in the regulatory sense. They are utility connections obtained from the relevant agencies (TANGEDCO for power, Municipal Corporation/bore-well for water) at the appropriate stage of project implementation.

Proposed schedule of implementation of the Proposed Project

The proposed schedule of activities in respect of the proposed project is as follows:

Particulars	Estimated date of Commencement	Estimated date of Completion
Procurement of the land, land development of work and obtaining of pre-construction approvals	April 2026	Completed
Civil & Construction Work	July 2026	Jan 2027
Plant & Machinery	Jan 2027	Feb 2027
Trial Run	Feb 2027	March 2027
Commercial Operation	March 2027	

2. General Corporate Purposes

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 ₹2.29 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 ₹708.75 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 Prospectus, shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or ₹10 Crores, whichever is lower.

Issue Related Expenses

The total estimated Issue expenses are ₹708.75 Lakhs, which is 15.71 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(₹ in Lakh)#	As a % of estimated Issue expenses	As a % of the Issue Size
Fees payable to the BRLM (including underwriting commission)	319.38	45.06	7.08
Fees Payable to Registrar to the Issue	2.66	0.37	0.06
Fees Payable for Advertising, Marketing Expenses	6.51	0.92	0.14
Fees Payable to Regulators including Stock Exchange	16.57	2.34	0.37
Payment for Printing & Stationery, Postage, etc.	0.59	0.08	0.01
Fees Payable to Auditor, Legal Advisors and other Professionals	18.03	2.54	0.40
Others, (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses	345.01	48.69	7.65
Total	708.75	100.00	15.71

#Issue expenses including applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

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

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

(2) 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 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 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.

(3) The processing fees for applications made by 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 – Kotak Mahindra Bank Limited	NIL up to 32,000 applications free and post that ₹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, the Syndicate Agreement 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 Individual Bidders who applies for minimum application size (up to two lots), Non-Institutional Bidders (for an application size of more than two lots 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.

(4) Selling commission on the portion for 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 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 Individual Bidders 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: ₹1 lakh 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 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 Bid cum 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 Bid cum 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 Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹1 lakh 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 NSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or 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/P/CIR/2021/2480/1/M dated March 16, 2021.

Means of Finance

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

Particulars	Amount (₹ in lakhs)
Net Issue Proceeds	3,802.29
Total	3,802.29

Since, the entire fund requirement is to be funded from the proceeds of the Issue, Short term borrowings and Internal accruals, hence, 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 abovementioned 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 18 of the Prospectus.

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, in case of delay in the IPO and consequent delay in accessing the net proceeds of the Issue, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit / term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section '**Objects of the Issue**' until completion of the Issue. Any amount that is drawn down from such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance 'Objects of the Issue' will be repaid from the Net Proceeds of the Issue.

Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹5,000 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 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 for the purposes described above, our Company intends to deposit the funds temporarily in the scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board of Directors in compliance with the Companies Act, 2013 and other applicable laws.

Our Company confirms that pending utilization of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In compliance with Section 27 of the Companies Act, 2013, our Company will not vary the Objects of the Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with applicable laws, including the Companies Act, 2013 and the SEBI ICDR Regulations. 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, 2013 and applicable rules. The notice shall simultaneously be published in the newspapers, one in English and one in regional language of where our registered Office is situated, in accordance with the Companies Act, 2013 and applicable rules. Our Promoters or controlling shareholders must 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 Promoters, our Directors, our Company's key Managerial personnel, SMPs, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or key managerial personnel or SMP 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 “**Restated Financial Statements**” beginning on page 18, 100 and 149 respectively of the 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.

Price Band/ Issue Price shall be 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 through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is 12.00 times of the face value at the lower end of the Price Band and 12.7 times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer “**Risk Factors**”, “**Our Business**” and “**Restated Financial Statements**” beginning on page 18, 100 and 149 respectively of this Prospectus.

QUALITATIVE FACTORS

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

- a) **In-house manufacturing facility with quality control mechanism**
- b) **Widespread reach in international markets**
- c) **Integrated expertise in high performance technical garments**
- d) **Qualified and Experienced Management Team**

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 100 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 “**Restated Financial Statements**” on page 149 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:

Sr. No	Financial Year	Basic & Diluted (₹)	Weights
1.	Financial Year 2023-2024	11.21	1
2.	Financial Year 2024-2025	4.95	2
3.	Financial Year 2025-2026	11.99	3
	Weighted Average	9.51	

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.
- 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.

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹120/- to ₹127/- 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 FY 2025-2026	10.01	10.59
P/E ratio based on the Weighted Average EPS, as restated.	12.62	13.35

Industry P/E Ratio*	(P/E)^ Ratio
Highest (Gokaldas Exports Limited)	60.84
Lowest (S P Apparels Limited)	23.21
Industry Average	42.02

* For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

^ Diluted EPS of F.Y. 25-26.

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 Audited Results for the F.Y. 2025-26 and stock exchange data dated August 21, 2026.

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

Sr. No	Period	RoNW (%)	Weights
1	Financial Year 2023-2024	31.82%	1
2	Financial Year 2024-2025	35.44%	2
3	Financial Year 2025-2026	47.98%	3
	Weighted Average	41.11%	

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year
- 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:

(₹ in lakhs)

Sr. No.	NAV per Equity Share	Outstanding at the end of the year
1.	As at March 31, 2024	35.23
2.	As at March 31, 2025	13.96
3.	As at March 31, 2026	24.99
4.	NAV per Equity Share after the Issue	
	i. Floor Price	50.07
	ii. Cap Price	51.92
5.	Issue Price	127.00

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.
- 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 but excluding the revelation reserve.
- 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				
Qualiance International Limited	127.00	10	11.99	11.99	10.59	47.98%	24.99	8,095.39
Peer Group								
Gokaldas Exports Limited	797.60	5	13.71	13.11	60.84	4.63%	294.95	4,06,495.85
S P Apparels Limited	930.45	10	40.22	40.09	23.21	10.67%	376.36	1,59,675.70

Notes:

- Source-All the financial informationS for listed industry peers are sourced from their audited financial results for the year ended March 31, 2026 as available on the stock exchange.
- Market Price for the listed peer mentioned above is sourced from stock exchange data dated August 21, 2026 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 2025-26.

- v) 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, 2026.
- vi) P/E Ratio of the peer company is sourced from their audited financial results for the year ended March 31, 2026 and stock exchange data dated August 21, 2026.
- vii) RoNW has been computed as net profit after tax divided by closing net worth.
- viii) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- ix) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 12.7 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 August 14, 2026 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 Prospectus. Further, the KPIs herein have been certified by R K Jagetiya & Co. Chartered Accountants, by their certificate dated August 14, 2026.

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 page 100 and 202 respectively of this Prospectus. We have described and defined the KPIs, as applicable, in **“Definitions and Abbreviations”** on page 1 of this Prospectus.

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 utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. 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	As of and for the year ending		
	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from operations ⁽¹⁾	7,689.11	5,307.24	3,722.94
EBITDA ⁽²⁾	1,671.67	797.05	486.15
EBITDA Margin ⁽³⁾	21.74%	15.02%	13.06%
PAT ⁽⁴⁾	1,186.90	489.85	283.93
PAT Margin ⁽⁵⁾	15.44%	9.23%	7.63%
RoCE(%) ⁽⁶⁾	37.33%	21.16%	18.94%
RoE (%) ⁽⁷⁾	61.56%	43.07%	85.93%
Net Worth ⁽⁸⁾	2,473.65	1,382.25	892.40

Notes:

⁽¹⁾ Revenue from operation means revenue from operating activities

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income+ + Loss on sale of PPE + Assets Discarded

⁽³⁾ ‘EBITDA Margin’ is calculated as EBITDA as a percentage of revenue from operations.

⁽⁴⁾ ‘PAT represents total net profit after tax for the period/year available for parent equity shareholder.

⁽⁵⁾ ‘PAT Margin’ is calculated as PAT divided by revenue from operations.

⁽⁶⁾ ‘RoCE is calculated as EBIT divided by capital employed where (i) EBIT means PAT + Tax Expenses + interest expense (ii) Capital employed means Net worth (excluding revaluation reserve) + total current & non-current borrowings + DTL-DTA as appearing in financial statements.

⁽⁷⁾ ‘ROE is calculated as PAT (excluding of extra ordinary losses) as divided by Net worth (excluding revaluation reserve).

⁽⁸⁾ ‘Net worth means Equity share capital + Reserves and surplus (including Securities Premium, General Reserve and surplus in statement of profit and loss but excluding Revaluation Reserve).

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 assess the overall financial performance of our Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.

KPI	Explanations
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.
Net worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

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

Key Financial Performance	Qualiance International Limited			Gokaldas Exports Limited			S P Apparels Limited		
	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from operations ⁽¹⁾	7,689.11	5,307.24	3,722.94	3,98,763.81	3,86,423.96	2,37,888.47	1,57,863.70	1,39,513.40	1,08,735.50
EBITDA ⁽²⁾	1,671.67	797.05	486.15	35,635.62	42,390.00	28,410.00	21,145.70	20,000	17,409.00
EBITDA Margin ⁽³⁾	21.74%	15.02%	13.06%	8.94%	11.40%	11.80%	13.39%	14.34%	16.01%
PAT ⁽⁴⁾	1,186.90	489.85	283.93	10,013.18	15,854.09	13,097.20	10,094.5	9,510.2	8,962.50
PAT Margin % ⁽⁵⁾	15.44%	9.23%	7.63%	2.51%	4.00%	5.40%	6.39%	6.82%	8.24%
Net Worth ⁽⁶⁾	2,473.65	1,382.25	892.40	2,16,039.93	2,08,068.00	1,29,134	94,612.60	85,634.30	76,364.20
RoE(%) ⁽⁷⁾	61.56%	43.07%	85.93%	4.72%	9.40%	12.00%	11.20%	11.74%	12.47%
RoCE (%) ⁽⁸⁾	37.33%	21.16%	18.94%	8.71%	13.10%	22.00%	13.28%	11.72%	13.54%

Notes:

- i) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements
- ii) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- iii) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- iv) 'PAT' is calculated as Profit before tax – Tax Expenses.
- v) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- vi) 'Net worth' means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- vii) 'Return on Equity' is ratio of Profit after Tax and Average Shareholder Equity
- viii) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current} Plus DTL minus DTA

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, during the 18 months preceding the date of this 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 ("Primary Issue").

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

Except as disclosed below, there is 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.

Date of Transferee	Name of Transferor	Name of Transferee	No. of equity shares	Percentage of pre issue share capital of the company	Transfer Price per Equity Share (₹)	Total Consideration (in ₹ lakhs)
August 29, 2026	Krupa Rajesh Badani	RJ HUF (<i>through its Karta Ramesh Thakurdas Jaisinghani</i>)	2,64,259	5.58%	127	701.04
	Rajesh Jagmohandas Badani		2,87,741			
	Pratiksha Vipul Badani	Eterna Prima-Scheme II	3,15,000	3.18%	127	400.05
	Sneha Bhoomin Badani	Vinod Kumar Lodha	79,000	0.80%	127	100.33
		Naresh Kumar Bhargava	79,000	0.80%	127	100.33
		Sanjay Popatlal Jain	72,000	0.73%	127	91.44

c) Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e., ₹120)	Cap price (i.e., ₹127)
Weighted average cost of acquisition of primary/ new issue as per paragraph 8(a) above.	NA^	NA^	NA^
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	127	0.94	1.00

^There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above in last 18 months prior to the date of this Prospectus.

d) Detailed explanation for Issue Price/ Cap Price being 12.7 times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2026, 2025 and 2024:

- 1) The Cap Price has been determined after considering, the Company's operational and financial performance, including the growth in Revenue from Operations from ₹3,722.94 lakhs in Fiscal 2024 to ₹5,307.24 lakh in Fiscal 2025 and ₹7,689.11 lakhs in Fiscal 2026. During the same period, EBITDA increased from ₹486.15 lakhs in Fiscal 2024 to ₹797.05 lakh in Fiscal 2025 and ₹1,671.67 lakhs in Fiscal 2026. The EBITDA Margin was 13.06%, 15.02% and 21.74% in Fiscals 2024, 2025 and 2026, respectively.
- 2) The Company reported PAT of ₹1,186.90 lakhs in Fiscal 2026 over PAT of ₹283.93 lakhs in Fiscal 2024. The Company's PAT increased at a CAGR of 104.46% between Fiscals 2024 and 2026.
- 3) The Cap Price has been determined after considering, inter alia, the Company's manufacturing capabilities, design capabilities with focus on customer specifications and quality standards and product portfolio, and the experience of its promoters and management team, along with the Company's KPIs and financial performance for Fiscals 2024, 2025 and 2026.

e) Explanation for the Issue Price/Cap Price, being 12.7 times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

The Cap Price has been determined considering the positive growth outlook for the Indian textiles and apparel sector, supported by government initiatives and policy measures promoting domestic manufacturing and infrastructure. Rising domestic consumption, export opportunities, investments and demand for value-added textile products are expected to drive growth. India's competitive advantages in raw materials, skilled manpower and cost efficiency, along with increasing adoption of sustainable and technology enabled practices, further strengthen the sector's long-term prospects.

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

The Issue Price of ₹127 was determined by our Company in consultation with the BRLM and is 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 page 100, 18 and 149 respectively of this Prospectus, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **"Risk Factors"** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

**The Board of Directors,
Qualiance International Limited,**
406 - B Wing, Knox Plaza,
Mindspace, Malad West,
Mumbai - 400064

Dear Sirs/ Madam,

Sub: Statement of Possible Tax Benefits ('The Statement') available to Qualiance International Limited ('The Company') and its shareholders prepared in accordance with the requirement in Schedule VIII- Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('The Regulation')

This Statement is issued in accordance with the Engagement Letter dated October 6, 2025.

We, R K Jagetiya & Co, Chartered Accountants, statutory auditors of the Company, have received a request from the Company to report the possible special tax benefits, available to the Company, and its shareholders under the direct and indirect tax laws presently in force in India, as on the date of this report. This is for the limited purpose of the red herring prospectus ("RHP") which the Company intends to file with the National Stock Exchange of India Limited ("NSE") where the Equity Shares of the Company are proposed to be listed (the "Stock Exchange") and any other documents or materials in relation to the Offer (collectively, the "Offer Documents").

The preparation of the statement ("Statement") attached ("Annexure I") to this report is the responsibility of the management of the Company.

We hereby report that the enclosed **Annexure I** provides a statement of the possible special tax benefits available to the Company and its shareholders under direct and indirect tax laws, including the Income Tax Act, 2025, as amended by the Finance Act 2026, *i.e.*, applicable for the tax year 2026-2027, 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**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") each read with the relevant rules, circulars, and notifications issued thereunder and each as amended from time to time, as applicable and in force as at the date of this report (collectively, the "**Tax Laws**").

Several of these benefits are dependent on the Company and/or its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and/or its shareholders to derive the possible special tax benefits is dependent upon their fulfilling such conditions, if any, which based on business imperatives the Company and/or its shareholders face in the future, the Company and / or its shareholders may or may not choose to fulfil.

While the term 'special tax benefit' has not been defined in the SEBI ICDR Regulations, the benefits discussed in the enclosed Statement cover only the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits (under both direct and indirect tax laws) available to them. The benefits discussed in the enclosed Statement are not exhaustive. Any benefits under the Tax Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of the Statement.

In respect of shareholders, the enclosed Statement contains only those tax benefits which accrue to the shareholders of the Company by virtue of them being shareholders as on the date of this report. Further in respect of non-residents shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident shareholder has fiscal domicile.

The 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 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 Offer.

We conducted our examination in accordance with the SRS 4400 "Engagements to Perform Agreed-upon Procedures regarding Financial Information" issued by the Institute of Chartered Accountants of India ("**ICAI**"). The standard requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

- a) the Company, and its shareholders will continue to obtain the benefits as per **Annexure I** in future; or
- b) the conditions prescribed for availing the possible special tax benefits as per **Annexure I** have been / would be met with.
- c) the revenue authorities/courts will concur with the views expressed therein.

The contents of enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

We shall not be liable to the Company for any claims, liabilities or expenses relating to this report except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

This report is addressed and provided to the Board of Directors of the Company and we hereby consent to the submission of this report as may be necessary for the purpose of the Offer to the Book Running Lead Managers, the RoC, the Stock Exchange and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

This report may be relied upon by the Book Running Lead Managers and the legal advisors appointed with respect to Offer for documenting and conducting their due-diligence and due-enquiry of the affairs of the Company in connection with the Offer.

We hereby consent to this report being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation order or request of a court or by any governmental or competent regulatory or statutory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation in connection with the Offer and/or the Offer Documents.

Except for the purposes and parties as stated in the preceding paragraphs, 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, which consent will not be unreasonably withheld.

For R K Jagetiya & Co,
Chartered Accountants
FRN: - 146264W

Ravi K Jagetiya
Proprietor
M. No. 134691
Place: Mumbai
Date: 14th August, 2026
UDIN: 26134691UGFJDJ6492

Annexure 1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO QUALIANCE INTERNATIONAL LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA

Outlined below are the benefits available to Qualiance International Limited (the 'Company') and the Shareholders of the Company under the Income-tax Act, 2025 ('the Act') read with Income-tax Rules 2026, circulars, notifications issued thereto, as amended by the Finance Act 2026 (collectively, hereinafter referred to as 'Indian Income-tax Regulations') applicable for Tax Year 2026-2027:

A. Special Tax Benefits available to the Company

a. Lower corporate tax rate on income of domestic companies – Section 200 read with Section 205 of the Act

As per section 200 of the Act (erstwhile Section 115BAA of Income-tax Act, 1961), domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess), subject to the fulfillment of certain conditions specified in Section 200 read with Section 205 of the Act. The option to apply this tax rate is made available while filing return of income under Section 263 for such tax year (erstwhile to be exercised by filing of Form 10-IC) and the option once exercised shall apply to subsequent tax years.

Further, for the purpose of opting the concessional tax rate of 22% under section 200 of the Act, the income is to be computed without taking into consideration the following deductions as provided in sub-section (1) of Section 200 of the Act read with Section 205:

1. Deduction under section 45(2) of the Act (Expenditure on scientific research);
2. Deduction under section 47(1)(b) of the Act (Expenditure on skill development);
3. Deduction under any provisions of Chapter VIII other than of section 146 or section 148 of the Act;
4. Deduction under section 33(8) of the Act (Additional depreciation);
5. Deduction under section 45(3)(a) or (b) or (c) of the Act (Expenditure on scientific research);
6. Deduction under section 46 of the Act (Deduction for capital expenditure of specified business);
7. Deduction under section 47(1)(a) of the Act (Deduction for agricultural extension project);
8. Deduction under section 48 of the Act (Deposit in tea development account, coffee development account and rubber development account);
9. Deduction under section 49 of the Act (Site restoration fund);
10. Deduction under section 144 of the Act (Deduction for units in Special Economic Zone);
11. No set-off of any loss carried forward or unabsorbed depreciation from any earlier tax year, if such loss or depreciation is attributable to any of the deductions referred from clause (1) to (10) above; and
12. No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 116 of the Act, if such loss or depreciation is attributable to any of the deductions referred from clause (1) to (10) above.

Additionally, the provisions of section 206 of the Act i.e., Minimum Alternate Tax ('MAT') shall not apply to the Company once the option has been exercised under section 200 of the Act, as specified under sub-section (1) clause (q) of section 206 of the Act. Further, the Company will not be allowed to carry forward and set off any credit under section 206 of the Act, if any, commonly referred to as MAT credit.

The Company has opted for the lower corporate tax rate under section 115BAA of the erstwhile Income-tax Act, 1961 in Assessment Year 2020-2021 and has filed Form 10-IC with the Income-tax authorities on 02nd February, 2021, i.e., within the specified due date for filing Income-tax return.

b. Deduction under Section 148 of the Act

Dividend income earned by the Company would be taxable in their hands at the 22% plus surcharge and cess.

Further, as per Section 148 of the Act, in case where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date (i.e. the date one month prior to the date for furnishing the return of income under sub-section (1) of Section 263 of the Act) shall be allowed.

c. Deductions in respect of employment of new employees – Section 146 of the Act

As per Section 146 of the Act, the Company to whom Section 63 of the Act applies and where total income includes profits and gains derived from business, is entitled to a deduction of an amount equal to thirty percent in respect of additional employee cost (relating to specified category of employees) incurred during the previous year. Such deduction is available for a period of three assessment years effective from the year in which such employment is provided. The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in Section 146 of the Act. The Company is also required to submit the prescribed form with the Income-tax authorities within the specified due date.

B. Special Tax Benefits available to the Shareholders of the Company

a. Capital gains

Characterization of gains from transfer of shares

- The characterization of the gains/losses, arising from sale/transfer of shares as business income or capital gains would depend on the nature of holding and various other factors. The Central Board of Direct Taxes (CBDT) has clarified in a circular that income arising from transfer of listed shares and securities, which are held for more than 12 months would be taxed as “Capital Gains” unless the shareholder itself treats these as its stock-in-trade and income arising from transfer thereof as its business income.

Taxability on transfer of listed shares held as capital asset

- As per Section 198 of the Act, long-term capital gains arising from the transfer of equity shares are taxed at the rate of 12.5% (without indexation). Further, the surcharge on such long term capital gains is restricted to 15%.

Section 198 of the Act stipulates that Securities Transaction Tax (STT) must be paid both at the time of acquisition and sale of equity shares, subject to the fulfilment of additional conditions prescribed under Notification No. 60/2018/F. No. 370142/9/2017-TPL dated 1 October 2018. It is important to note that tax under Section 198 will be levied only if the aggregate capital gains in a financial year exceed INR 1,25,000.

- As per Section 196 of the Act, short-term capital gains arising from transfer of equity shares on which STT is paid at the time of sale (also subject to the conditions of circular mentioned above), shall be taxed at the rate of 20%. Further, surcharge on such short-term capital gains under Section 196 of the Act is restricted to 15%

Deductions in computing capital gains

In terms of Section 72 of the Act, in order to arrive at the quantum of capital gains, the following amounts would be deductible from the full value of the consideration:

- a) Cost of acquisition of shares; and
- b) Expenditure incurred wholly and exclusively in connection with transfer of shares

b. Other provisions

Treaty benefits

As per Section 159(4) of the Act, non-resident shareholders will be entitled to be governed by the beneficial provisions under the respective Double Taxation Avoidance Agreement (DTAA), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

Set-off and carry forward of losses

As per Section 111 of the Act, short-term capital losses incurred during the year are allowed to be set-off against short-term or long-term capital gains of the said year. Balance losses, if any may be carried forward for eight tax years for claiming set-off against subsequent years’ short-term or long-term capital gains. Long-term capital losses incurred during the year are allowed to be set-off only against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year’s long-term capital gains.

Notes:

1. These special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Income-tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
2. The special tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, it is neither designed nor intended to be a substitute for professional tax advice, which the investors may wish to take before making any investments. In view of the individual nature of the tax

consequences accompanied by the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement is prepared based on information available with the management of the Company and there is no assurance that:
 - i. the Company or its shareholders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been/ would be met with; and
 - iii. the revenue authorities/courts will concur with the view expressed herein.
4. The above views are based on the existing provisions of law and our interpretation of the law, which are subject to change from time to time. The new Income-tax Act, 2025 is effective from 1st April 2026. We do not assume responsibility to update the views consequent to any changes. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein.
5. The Statement has been prepared on the basis that the shares of the Company are proposed to be listed on a recognized stock exchange in India and the Company will be offering equity shares.

For and on behalf of Qualiance International Limited

Sd/-

Saira Tabrez Khan
Chief Financial Officer
Place: Mumbai
Date: 14th August, 2026

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

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

*Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Prospectus, including the information in “**Our Business**” and “**Financial Information**” beginning on page 100 and 149 respectively of this Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see “**Risk Factors**” beginning on page 18 of this Prospectus.*

Global economic prospects

The global economy is facing another major shock. The conflict in the Middle East has triggered sharp increases in energy prices, renewed inflationary pressures, and fueled expectations of tighter monetary policy. Global growth is projected to slow from 2.9 percent in 2025 to 2.5 percent in 2026 the lowest rate since the COVID-19 pandemic amid weaker prospects for economies dependent on energy imports and those directly affected by hostilities. Activity is expected to firm in 2027–28 as energy supplies recover, monetary easing resumes, and trade strengthens. Risks to the outlook remain skewed to the downside. A renewed escalation of hostilities or more prolonged disruptions to commodity flows could further raise commodity prices, intensify inflationary pressures and food insecurity, trigger financial stress, and lower growth. If energy supply disruptions prove to be more severe than assumed and are accompanied by substantial financial stress, global growth could fall to just 1.3 percent in 2026. Persistent trade policy uncertainty, geopolitical strains, and weather-related shocks also pose material risks. On the upside, a broadening of artificial intelligence (AI)-related investment and its adoption could lift activity. Policy action is critical to address ongoing challenges. Enhanced global cooperation is needed to safeguard energy and food security, bolster the trading system, and advance the energy transition. Domestically, policy makers will need to balance controlling inflation with supporting activity, strengthen fiscal sustainability, and maintain financial stability. Slower growth prospects translate into reduced investment, constrained hiring, and tighter fiscal space, compounding the challenge of creating jobs in EMDEs with growing workforces in an era of potentially transformative change linked to AI. Meeting this challenge will require a concerted agenda centred on the conditions for job creation: investing in physical, human, and digital capital; fostering a business-friendly environment; and mobilizing private investment.

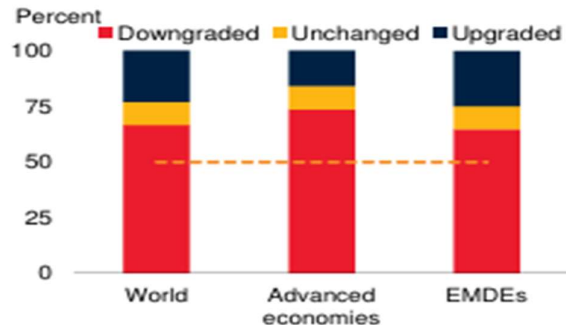
The global economic outlook has shifted markedly as the conflict in the Middle East has generated major disruptions in energy markets. Before the outbreak of the conflict, global activity seemed to be on a firm footing, supported by strong growth in some major economies and better-than-expected global trade, amid robust growth in artificial intelligence (AI)-related technology exports and a slight decline in tariff levels. The conflict, however, has led to a marked deterioration in the global outlook, with about two-thirds of economies around the world facing weaker growth prospects.

Disruptions to flows of energy and other commodity supplies from the Gulf region have led to sharp commodity price increases. Overall, commodity prices are expected to rise by 22 percent in 2026, in contrast to the 7 percent decline expected in January. This reflects a baseline assumption that shipping through the Strait of Hormuz remains severely disrupted through July, with shipping volumes haltingly resuming thereafter, and approaching pre-conflict levels by the end of the year. These disruptions are projected to keep energy prices elevated, with the Brent crude oil price averaging \$94/barrel (bbl) in 2026, an increase of 36 percent over 2025 and more than 50 percent above the January projection. European natural gas prices are anticipated to rise about 30 percent in 2026, on tightened liquefied natural gas (LNG) availability globally. The conflict has also severely disrupted global fertilizer trade, triggering sharp price increases that reflect the Gulf’s large share of global fertilizer exports and the surge in natural gas prices, a key input for nitrogen fertilizers.

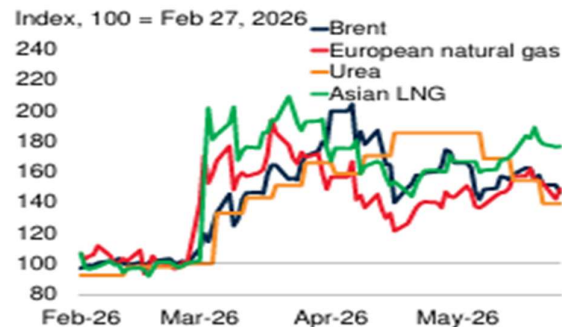
While conflict-related disruptions are weighing on commodity trade flows, an improved trade policy environment and buoyant AI-related investment provide countervailing support to global trade. This is in part attributable to a slight decline in U.S. tariffs following a U.S. Supreme Court ruling that struck down tariffs imposed on international economic emergency grounds, alongside trade liberalization efforts by other countries.

The increase in commodity prices has led to a notable resurgence of inflationary pressures. Headline inflation has picked up in both advanced economies and emerging market and developing economies (EMDEs), though the impact was attenuated somewhat by the introduction of fuel subsidies and price caps in some economies. In addition, core inflation has firmed across many EMDEs and in some large economies. As a result, headline inflation expectations have risen broadly.

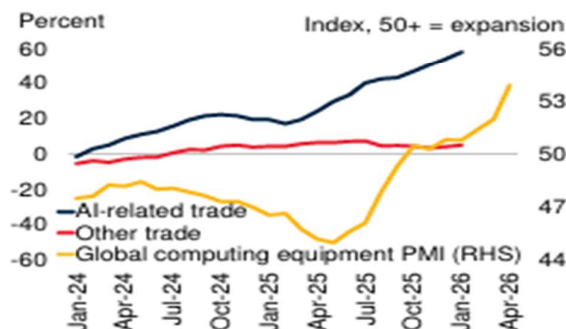
A. Share of economies by 2026 forecast revision relative to January



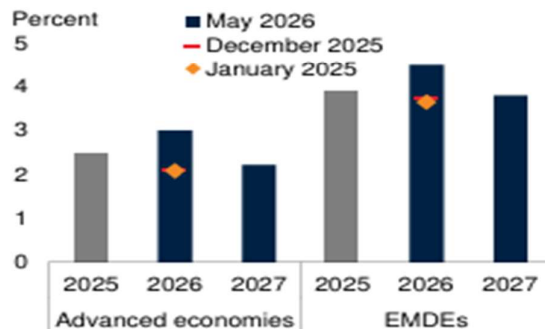
B. Energy and fertilizer prices



C. AI-related trade and global computing equipment PMI



D. Consensus expectations for inflation



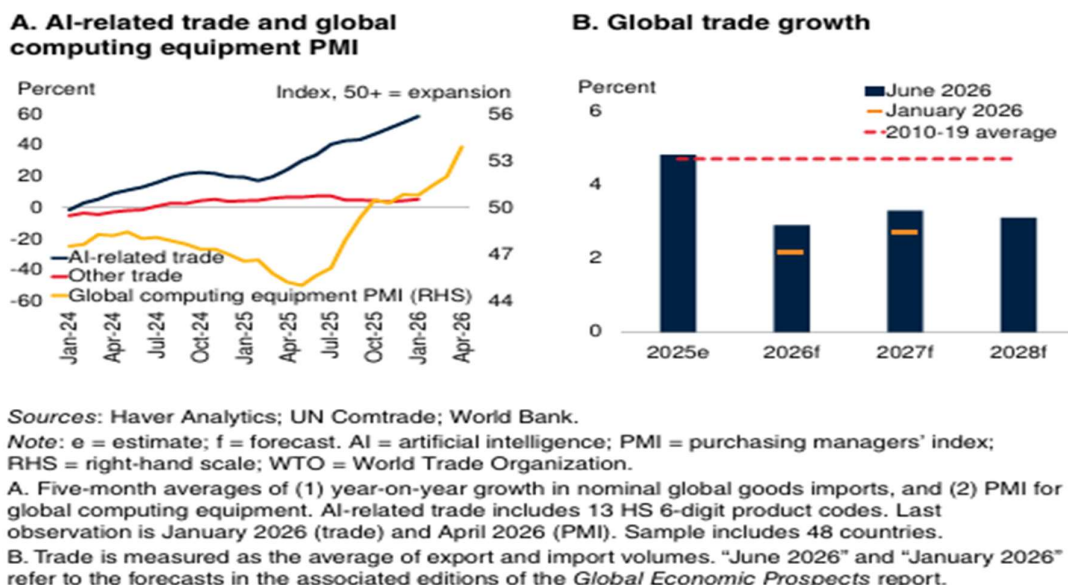
Growth in EMDEs is anticipated to decelerate to 3.6 percent in 2026-0.4 percentage point below January projections. The expected near-term deceleration across EMDEs depends on their degree of exposure to the conflict and its associated disruptions, with growth in those economies directly affected by hostilities tumbling from 3.9 percent in 2025 to close to zero in 2026. Over 2027-28, lower energy prices, renewed monetary easing, and a recovery in trade are envisaged to underpin a broad-based pickup in activity, with growth rebounding to 4.2 percent over 2027-28. The outlook for low-income countries (LICs) has also deteriorated notably, with the conflict amplifying pre-existing vulnerabilities, including food insecurity, elevated inflation, constrained fiscal space, and weak policy buffers. In addition, beyond the human toll, the recent Ebola outbreak may weigh on activity in some large LIC economies. In per capita terms, growth in EMDEs in 2026 is projected to slow to its weakest pace since the pandemic, with the conflict and lingering disruptions impacting EMDEs to varying degrees. In EMDEs excluding China and India, subdued per capita income growth is expected to lead to nearly a decade of lost income convergence with advanced economies by 2028. Weaker growth prospects, combined with constrained fiscal space and declining official development assistance (ODA), are stripping away critical buffers for the most vulnerable countries, widening existing development gaps and exacerbating food insecurity and poverty, especially in LICs and economies in fragile and conflict-affected situations (FCS).

Global trade

Following the U.S. Supreme Court ruling striking down the use of tariffs on international economic emergency grounds, the U.S. administration introduced a temporary 10 percent tariff surcharge under a different law, set to expire in late July. Together with sector- and country-specific measures, the U.S. effective tariff rate has declined slightly, to about 12 percent from about 14 percent earlier this year. While trade policy uncertainty remains elevated, several initiatives are expected to support trade growth and diversification. They include recent free trade agreements tariffs, and recent trade agreements between the European Union and Mercosur, India, and Australia respectively, and between the United Kingdom and India. They also include unilateral market access initiatives such as China's zero-tariff treatment for African countries and the U.S. reauthorization of the African Growth and Opportunity Act.

Despite these supporting factors, growth in global goods and services trade is projected to decelerate from 4.8 percent in 2025 to 2.9 percent in 2026, reflecting a reversal of the earlier front-loading activity in anticipation of higher trade barriers; the delayed impact of tariffs; and the effects of the conflict in the Middle East, including disruptions related to the closure of the Strait of Hormuz. Partially offsetting these headwinds, goods trade is envisaged to be supported by continued robust demand for AI-related products. Meanwhile, services trade growth is set to ease, in part reflecting rising travel and transport costs due to higher fuel prices. Compared with previous projections, however, trade growth in 2026 is 0.7 percentage point higher, reflecting continued resilience, strong AI-related activity, lower global tariffs, and recent trade agreements. Global trade growth is then projected to firm to an average of 3.2 percent in 2027-28, broadly in line with global output, as the adverse effects of tariffs and policy uncertainty ease. Tariff rates in effect as of mid-May 2026 are assumed to prevail throughout the forecast period.

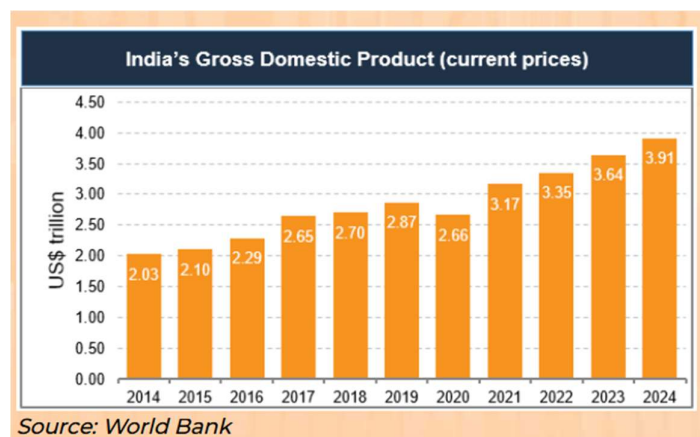
The trade outlook remains subject to substantial downside risks. A re-escalation of the conflict in the Middle East and increased geopolitical tensions could further disrupt goods trade logistics, including maritime and air transport. Uncertainty about the safety of key shipping routes, together with higher fuel prices, could raise shipping costs and weigh on goods trade (Brancaccio, Kalouptsi, and Papageorgiou 2023; von Below and Vézina 2016). In addition, prolonged geopolitical stress could lead to sharp declines in services trade, particularly tourism (Mulabdic and Yotov 2025). A renewed escalation of trade tensions, potentially extending to third countries and involving secondary sanctions measures targeting firms or countries trading with sanctioned entities—as well as uncertainty around previously concluded trade agreements, could further dampen trade growth prospects.



(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/4c370aee-ae90-4c42-ac27-89259f9e284e/content>)

Indian Economy

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach ₹3,22,58,000 crore, rising from ₹2,99,89,000 crore in FY 2024–25, reflecting a robust growth of 7.6%. At current prices, Nominal GDP is projected to reach ₹3,45,47,000 crore (US\$ 3.91 trillion) in FY 2025–26, from ₹3,18,07,000 crore (US\$ 3.60 trillion) in the previous year, registering a growth of 8.6%. On the production side, Real Gross Value Added (GVA) is estimated at ₹ 2,94,40,000 crore, up from ₹ 2,73,36,000 crore in FY 2024–25, indicating a growth of 7.7%, while Nominal GVA is expected to expand to ₹ 3,13,61,000 crore (US\$ 3.55 trillion) from ₹ 2,88,54,000 crore (US\$ 3.26 trillion), marking a growth of 8.7%. In Q3 FY26, Real GDP is estimated at ₹ 84,54,000 crores against ₹ 78,41,000 crores in Q3 FY25, while Nominal GDP rose to ₹ 90,91,000 crores from ₹. 83,46,000 crores, showing continued quarterly momentum. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.



India is home to 126 unicorns, with six new startups achieving unicorn status in 2025. India's current account deficit widened in Q3 FY 2025–26 (October–December), primarily due to a higher merchandise trade deficit. The deficit stood at ₹. 1.18 lakh crore (US\$ 13.2 billion), compared with ₹ 0.95 lakh crore (US\$ 11.3 billion) in the same quarter last year. The merchandise trade deficit increased to ₹ 8.34 lakh crore (US\$ 93.6 billion) from ₹ 6.70 lakh crore (US\$ 79.3 billion) in Q3 FY25, while the services surplus improved to ₹ 5.12 lakh crore (US\$ 57.5 billion) from ₹ 4.32 lakh crore (US\$ 51.2 billion) during the same period.

Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With India's economy showing resilient growth, supported by strong domestic demand, policy reforms, and a healthy

investment pipeline, several new projects and developments are underway across key sectors. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at US\$ 1.14 trillion between April 2000-December 2025; with major share of FDI equity inflow, coming from Singapore at ₹ 13,72,320 crore (US\$ 192.53 billion) with a total share of 25%, followed by Mauritius at ₹ 11,34,884 crore (US\$ 185.02 billion) with 24%, the USA at ₹ 5,60,990 crore (US\$ 78.45 billion) with 10%, the Netherlands at ₹ 3,82,995 crore (US\$ 55.60 billion) with 7%, and Japan at ₹ 3,11,507 crore (US\$ 47.59 billion) with 6%.
- As of March 27, 2026, India's foreign exchange reserves stood at ₹ 65, 20,745 crore (US\$ 688.05 billion).
- In Q1 CY2026 (January–March), India recorded 316 Private Equity (PE)–Venture Capital (VC) deals valued at ₹ 82,660 crore (US\$ 9.1 billion), reflecting continued investor participation despite global geopolitical uncertainties and temporary supply chain disruptions linked to the ongoing West Asia conflict. In Q1 CY2025, PE-VC investments stood at ₹ 1, 01,320 crore (US\$ 11.7 billion), highlighting the strong base of investment activity in the previous year. In March 2026 alone, investments were valued at ₹ 35,310 crore (US\$ 3.8 billion), compared with ₹ 40,660 crore (US\$ 4.7 billion) in March 2025.
- During FY 2025–26, Foreign Portfolio Investor (FPI) activity in India reflected portfolio rebalancing and selective capital allocation across asset classes amid evolving global market conditions. While investors adopted a calibrated approach towards equity markets, debt instruments continued to attract strong inflows of ₹ 25,807 crore (US\$ 2.92 billion), supported by stable macroeconomic fundamentals, policy continuity and India's improving bond market attractiveness. FPIs also channelled ₹ 2,699 crore (US\$ 0.31 billion) into mutual fund schemes, indicating sustained preference for diversified and professionally managed market exposure. Alternative Investment Funds (AIFs) also recorded inflows, while cumulative FPI investments in India stood at ₹ 14,84,403 crore (US\$ 168.00 billion) by the end of FY 2025-26, underlining long-term foreign investor confidence in India's growth story. Domestic Institutional Investors (DIIs) continued to play a stabilising role in the equity cash market during FY 2025-26 (April-December 2025), recording net purchases of around ₹ 5.99 lakh crore (US\$ 66.55 billion), with strong participation from mutual funds, insurance companies and pension funds supporting market resilience.
- India's manufacturing sector remained in expansionary territory in March 2026, with the seasonally adjusted HSBC India Manufacturing Purchasing Managers' Index (PMI) at 53.9, following a strong 56.9 in February 2026. The index continued to stay above the neutral 50-mark, reflecting sustained growth in overall business conditions and healthy momentum across the manufacturing sector. New orders and output continued to rise, supported by steady domestic demand and inventory building, while firms also increased employment and input purchases to strengthen contingency stocks.
- India's consumer price inflation remained well-anchored in March 2026, reflecting a stable price environment across the economy. Headline inflation, based on the All-India Consumer Price Index (CPI), stood at 3.40% year-on-year, compared with 3.21% in February 2026, indicating manageable price pressures across both rural and urban regions. Rural inflation was recorded at 3.63%, while urban inflation stood at 3.11% during the month.
- India's GST collections continued to demonstrate strong revenue resilience, supported by steady economic activity and improved compliance levels. Total Net GST revenue in March 2026 stood at ₹ 1.78 lakh crore (US\$ 20.14 billion), registering a year-on-year growth of 8.2% compared with ₹ 1.64 lakh crore (US\$ 18.49 billion) in March 2025. On a cumulative basis, yearly net GST collections reached ₹ 19.35 lakh crore (US\$ 219.03 billion) in FY 2025–26, reflecting a year-on-year growth of 7.1% over ₹ 18.07 lakh crore (US\$ 204.46 billion) in FY 2024–25.
- India's aviation sector continued to witness steady growth in passenger traffic during FY 2025–26 (April–March). Total passengers handled stood at 420.09 million, compared with 412.09 million in FY 2024–25, registering a growth of 1.9%.
- The government is focusing on renewable energy sources and has achieved a major clean energy milestone by generating 50% of its power from renewable sources, five years ahead of its 2030 target. India is committed to achieving its Net Zero Emissions ambition by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractiveness index.
- India secured 38th position out of 139 economies in the Global Innovation Index 2025. India rose from 81st position in 2015 to 38th position in 2024. India ranks in 3rd position in the global number of scientific publications.
- India's industrial activity continued to witness steady expansion in March 2026, with the Index of Industrial Production (IIP) growing by 4.1% year-on-year, supported by sustained momentum across key sectors. The manufacturing sector recorded a 4.3% increase, while mining expanded by 5.5%, reflecting strength in core industrial segments. Electricity generation also remained positive at 0.8%, contributing to overall industrial performance. The IIP index rose to 173.2 in March 2026, up from 166.3 in March 2025, indicating continued expansion in India's industrial base. Within manufacturing, 14 out of 23 industry groups recorded growth, with key contributors including basic metals, motor vehicles and machinery & equipment, highlighting broad-based industrial activity.
- The government has set a calibrated wheat procurement target of 343.35 lakh metric tonnes (LMT) for the 2026–27 rabi marketing season, ensuring efficient stock management and smooth market operations. As per the latest data, total wheat procurement has reached 31.87 lakh metric tonnes (LMT) as of end-April 2026, reflecting the ongoing progress of procurement across key producing states.

Government Initiatives

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

in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On March 17, 2026, the Union Cabinet approved the 'Mission for Aatmanirbharta in Pulses' with an outlay of ₹ 11,440 crores (US\$ ~1.27 billion) to achieve self-sufficiency in pulses by 2030–31.
- On February 28, 2026, Prime Minister Narendra Modi inaugurated Micron Technology's Semiconductor Assembly, Test and Packaging (ATMP) facility in Sanand, Gujarat, marking the commencement of commercial production.
- On February 20, 2026, the Government of Gujarat signed an MoU with Larsen & Toubro VYOMA to develop a 250 MW green AI-ready data centre campus at Dholera SIR with an investment of ₹ 25,000 crores (US\$ ~3 billion).
- On January 2, 2026, the Government launched two key interventions under the Export Promotion Mission to strengthen MSME exports, including a 2.75% interest subvention on pre- and post-shipment credit and collateral guarantee support of up to 85% through CGTMSE.
- Under the Startup India initiative, the Government continues to strengthen the start-up ecosystem through targeted funding, seed support, and credit guarantees. As of October 2025, women-led start-ups received investments and financial support of over ₹ 3,157 crore (US\$ 0.38 billion) through the Fund of Funds for Startups, Startup India Seed Fund Scheme, and Credit Guarantee Scheme, reinforcing inclusive entrepreneurship and early-stage innovation across sectors.
- The Ministry of Labour & Employment signed an MoU with Zomato on October 14, 2025, to enhance employment opportunities through the National Career Service (NCS) portal. Under the agreement, Zomato will list around 2.5 lakh job opportunities annually, supporting the growth of the gig economy and promoting formal, technology-enabled livelihoods across India.
- The Production Linked Incentive (PLI) programme has continued to strengthen India's manufacturing base and enhance domestic value addition across priority sectors. As of December 2025, realised investments under PLI schemes reached ₹ 2,16,000 crore (US\$ 24.44 billion), leading to incremental production and sales of ₹ 20,41,000 crore (US\$ 230.93 billion) and generating over 14.39 lakh jobs (direct and indirect).
- In August 2025, Prime Minister Mr. Narendra Modi launched two major agriculture schemes worth ₹ 35,440 crore (US\$ 4 billion), the PM Dhan-Dhaanya Krishi Yojana and the Mission for Aatmanirbharta in Pulses, aimed at boosting self-reliance, productivity, and farmers' income. He also inaugurated and laid foundation stones for projects worth over ₹ 6,200 crore (US\$ 709 million) across agriculture, animal husbandry, fisheries, and food processing sectors.
- On July 5, 2025, the Union Cabinet approved the ₹ 1,00,000 crore (US\$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long-term, low- or zero-interest funding via a special purpose fund under the ANRF to jump-start India's R&D ecosystem and support deep-tech and startup innovation.
- In March 2025, the Government announced several measures to boost industrial growth and investments, including initiatives such as Make in India, Start-up India, PM GatiShakti, and Production Linked Incentive (PLI) Schemes. The Cabinet Committee on Economic Affairs also approved 12 new projects worth ₹ 28,602 crore (US\$ 325.02 million) under the National Industrial Corridor Development Programme (NICDP), spanning 10 states, to strengthen India's manufacturing base and attract investments.

Road Ahead

India's economic outlook remains robust, supported by strong macroeconomic fundamentals, resilient domestic demand and sustained investment momentum. The economy continues to rank among the fastest-growing major economies globally, driven by broad-based expansion across manufacturing, services and infrastructure, alongside steady improvement in industrial and business activity.



A stable external position, supported by a manageable current account balance and consistent capital flows, reinforces confidence in India's long-term growth trajectory. Despite evolving global uncertainties, investor interest remains intact across key sectors, backed by policy stability and structural growth drivers.

Domestic demand continues to act as a key anchor, supported by stable inflation, rising mobility and travel activity, healthy tax collections and strong participation from domestic institutional investors.

Ongoing government initiatives to boost manufacturing, innovation, renewable energy and food security are further strengthening the foundation for sustained growth.

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

INDUSTRY SCENARIO

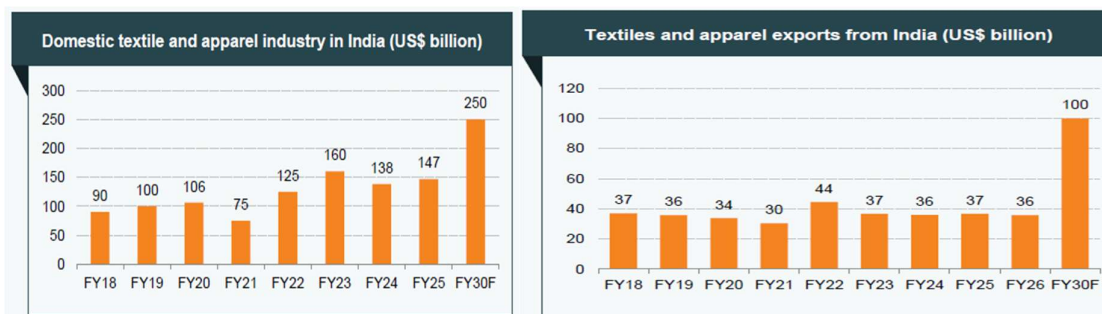
TEXTILES AND APPAREL

India is the world's second largest producer of textiles and garments. It is also the sixth largest exporter of textiles spanning apparel, home and technical products. India has a 4.6% share of the global trade in textiles and apparel. In FY 25, the textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The domestic textile and apparel market size is estimated at US\$ 157 billion in FY 25-26 growing at a pace of about 7% CAGR. The market for Indian textiles and

apparel is projected to grow at a 11.98% CAGR to reach US\$ 646.96 billion by 2033. India has emerged as the second largest manufacturer of Personal Protective Equipment (globally It is expected to reach a projected revenue of US\$ 4.83 billion by 2033 with a CAGR of 10.4% from 2025-33.

India's textile exports have already reached ₹ 3 lakh crore (US\$ 35.14 billion), and the goal is to triple this to ₹ 9 lakh crore (US\$ 105.42 billion) by 2030 by strengthening domestic manufacturing and expanding global reach. During FY26 (April-December 2025), India's textile and apparel exports stood at US\$ 27,312.7 million, reflecting continued export performance across more than 100 global destinations.

The global apparel market was valued at US\$ 1.9 trillion in 2025 and is expected to grow at a CAGR of 4.1% from 2026 to 2034. Growth is driven by rising demand for casualwear and athleisure, social media trends, higher disposable incomes, and e-commerce expansion. The Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.



Advantage India

1. Competitive Advantage

- Abundant availability of raw materials such as cotton, wool, silk and jute.
- India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers.
- Union Minister of Commerce and Industry, Mr. Piyush Goyal, emphasised that the India-United Kingdom (UK) Free Trade Agreement (FTA) opens transformative opportunities for well- established sectors of India such as textiles, leather, and footwear sectors, enhancing competitiveness and visibility in the UK market.

2. Policy Support

- 100% FDI (automatic route) is allowed in the Indian textile sector.
- The Union Budget 2026-27 allocated ₹ 5,279.01 crore (US\$ 597.34 million) to the Ministry of Textiles, compared to the revised estimate of ₹ 5,766.68 crore (US\$ 652.52 million) in FY25-26.
- The Indian Council of Agricultural Research (ICAR)-Central Institute for Cotton Research (CICR) is implementing a special cotton project under the National Food Security and Nutrition Mission across eight major cotton- growing states, with an outlay of ₹ 6,032.35 lakh (US\$ 6.83 million) allocated for FY25-26 to promote best practices and enhance cotton productivity.

3. Robust Demand

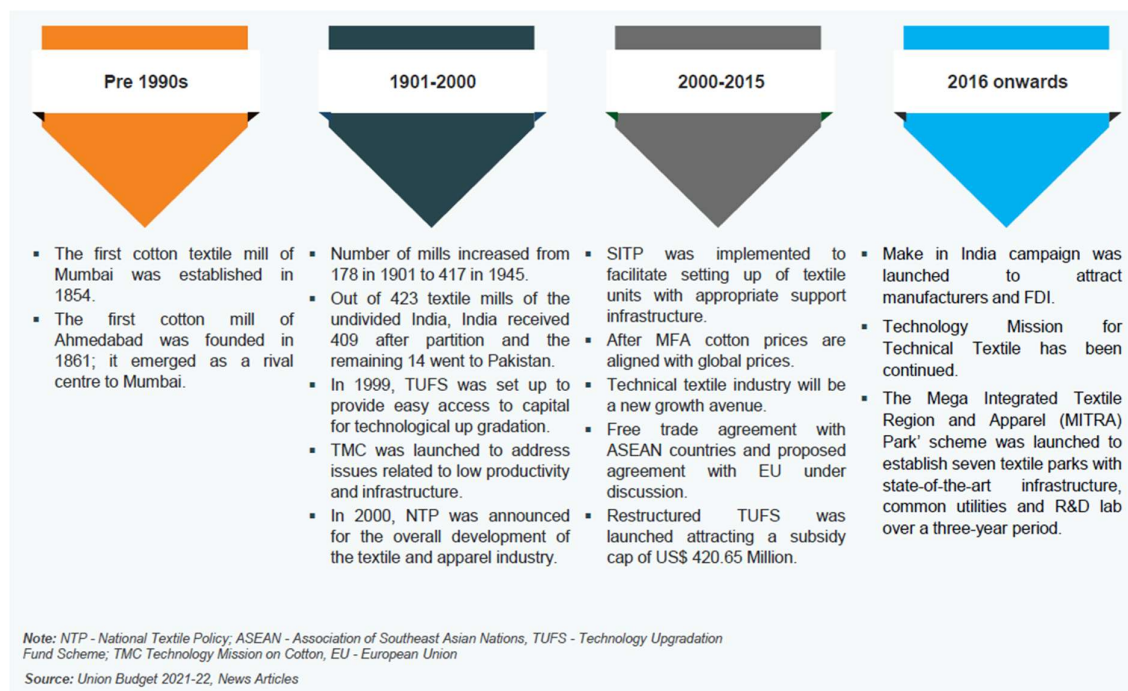
- The Indian technical textiles market is expected to expand to US\$ 23.3 billion by 2027, driven by increased awareness of goods and higher disposable incomes.
- Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers.
- The total textile and apparel exports stood at US\$ 26,531.25 million during FY26 (April- December), as compared to US\$ 26,599.14 million in FY25 (April-December).

4. Increasing Investments

- Total FDI inflows in the textiles (including Dyed, printed) sector stood at ₹ 33,002.77 crore (US\$ 5,017.15 million) between April 2000- December 2025.
- According to Apparel Export Promotion Council (APEC), significant opportunities exist to deepen collaboration between Indian and Japanese firms in the textiles sector, with Tokyo-based companies expressing keen interest to invest in India.

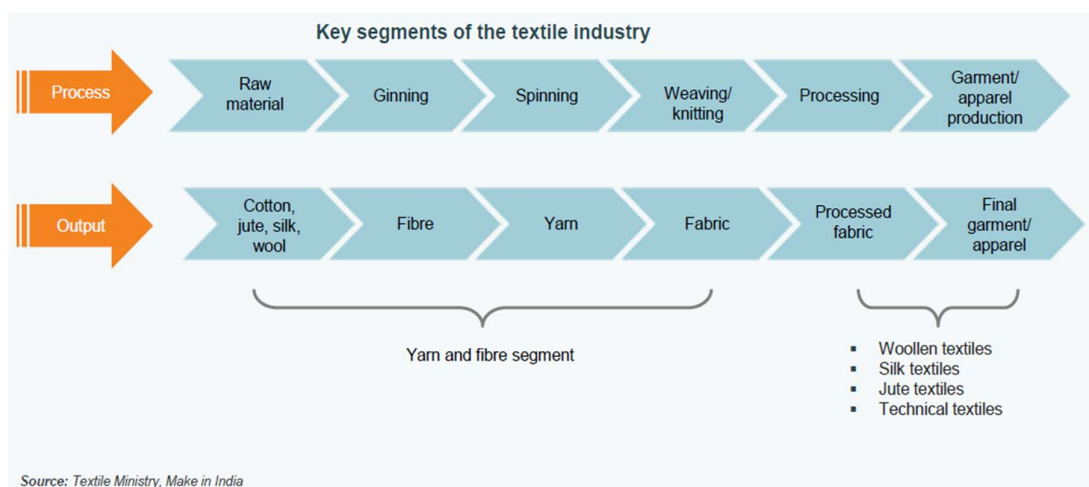
Market Overview

Evolution of the Indian textile sector



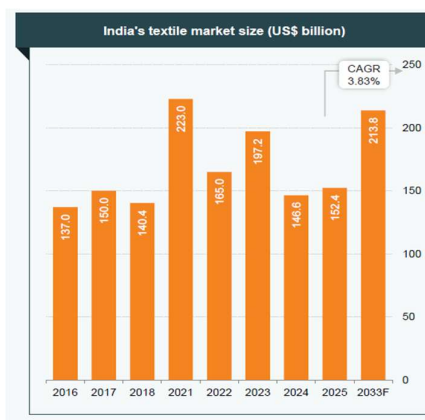
Key Facts

- The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.
- The textiles and apparel industry contributes approximately 2% of India's GDP and about 11% of manufacturing GVA (Gross Value Added) as of February 2026.
- For FY25, textile and apparel exports, including handicrafts, stood at US\$ 37.75 billion and accounted for 8.63% of India's total exports, as compared to US\$ 35.87 billion in FY24.

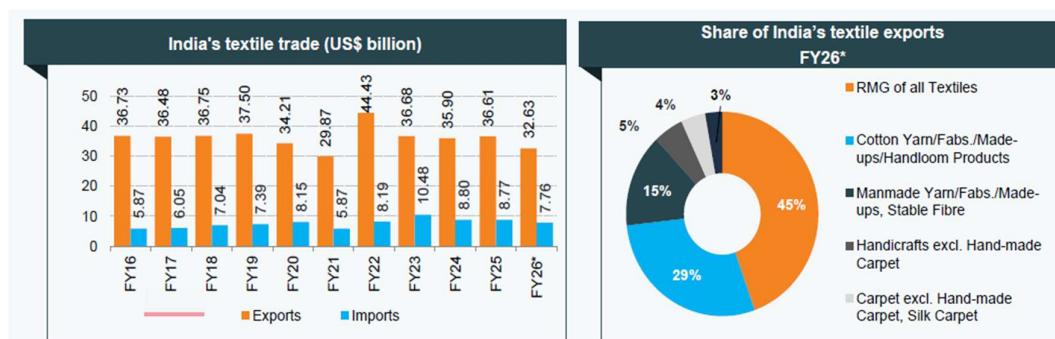


The sector has been posting strong growth over the years

- According to IMARC, the India textile market size was valued at US\$ 152.40 billion in 2025. The market is projected to reach US\$ 213.75 billion by 2034, exhibiting a CAGR of 3.83% from 2026-34.
- The textile industry in India is predicted to double its contribution to the GDP, rising from ~2.3% to approximately 5% by the end of this decade.
- In February 2026, the Government of India reiterated its focus on strengthening the textile sector through initiatives such as PM MITRA Parks, the Cotton Mission, and technical textiles development, aimed at enhancing global competitiveness, promoting innovation, and supporting MSME-driven growth across the value chain.
- Incentives under the scheme will be available for five years from 2025- 26 to 2029-30 on incremental turnover achieved from 2024-25 to 2028- 29. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10 segments of technical textiles products.
- The amount of ₹ 10,683 crore (US\$ 1.44 billion) PLI scheme is expected to be a major boost for textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10 segments of technical textiles products.



Export have posted strong growth over the years



- India's textile industry is on the brink of expansion, ranking among the top five global exporters in several categories, with total textile exports projected to reach US\$ 65 billion by FY26.
- The textile sector is expected to play a significant role, with a target of US\$ 100 billion in exports by FY30.
- India's share of global trade in textiles and apparel stands at 3.9%
- In FY26 (April-February 2026) the total exports of textiles and apparels (incl. handicrafts) stood at US\$ 32.63 billion.
- Ready Made Garments (RMG) category with export of US\$ 14.53 billion has the largest share (45%) in the total exports US\$ 32.63 billion during FY26 (April-February 2025), followed by Cotton Textiles (29%, US\$ 9.36 billion), Man- Made Textiles (15%, US\$ 4.82 billion).
- India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%.

Commodities	Value (US\$ billion)
RMG of all Textiles	14.53
Cotton Yarn/Fabs./Made-ups/Handloom Products	9.36
Manmade Yarn/Fabs./Made-ups, Stable Fibre	4.82
Handicrafts excl. Hand-made Carpet	1.65
Carpet excl. Hand-made Carpet, Silk Carpet	1.34
Jute Mfg. including Floor Covering, Other Textile, Yarn, Fabric Made-up	0.93

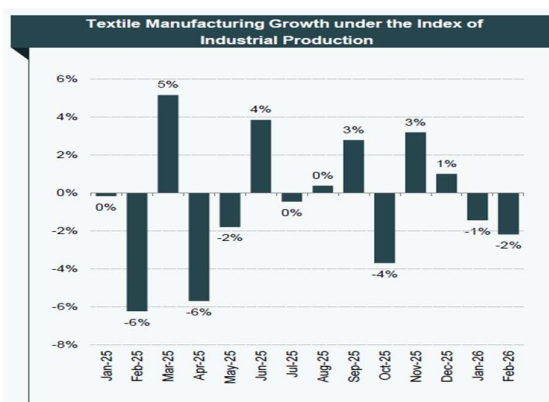
Recent Trends and Strategies

Steady recovery in textile manufacturing to aid growth

Union Minister of Textiles, Mr. Giriraj Singh, expressed confidence that India's technical textile industry will surpass the US\$ 10 billion target set for 2030.

- The Manufacturing of Textiles index stood at 107.1, registering a growth of 0.4% compared to February 2025, indicating stable performance in textile manufacturing.
- The textile sector contributes significantly to employment, generating 11% of the manufacturing sector's jobs.

- In February 2026, the Government of India has finalized seven PM MITRA Parks with a total outlay of ₹ 4,445 crore (US\$ 502.97 million) for implementation up to 2027-28, aimed at strengthening integrated, large-scale textile manufacturing infrastructure and enhancing global competitiveness. The Virudhunagar (Tamil Nadu) park has achieved 100% land acquisition, with a DPR of ₹ 1,894 crore (US\$ 214.31 million) approved, and infrastructure works worth ₹ 364 crore (US\$ 41.19 million) awarded, positioning it as a key hub for technical textiles and value-added processing.
- In February 2026, Madhya Pradesh is emerging as a major textile investment destination under the PM MITRA scheme, with 1,150 acres of land allocated and proposed investments of ₹ 24,175 crore (US\$ 2735.49 million). The development of large-scale integrated textile infrastructure, supported by DPR approvals worth ₹ 7,145 crore (US\$ 808.48 million) across multiple states, is expected to boost industrial capacity, attract private investments, and generate significant employment in the textile sector.
- While the government is working towards upliftment of technical and MMF textile companies by upscaling its infrastructure, it is also interesting to note that textile will be added to the educational curriculum in the near future.



Notable trends in the Textile sector

1. Textile Parks

- In February 2026, PM MITRA Park in Virudhunagar, Tamil Nadu has allotted 190.44 acres of industrial land to 23 investors, unlocking investments worth ₹ 2,192 crore (US\$ 248.03 million) with a potential to generate around 15,000 jobs, indicating strong industry participation and progress in building an integrated textile value chain.
- In February 2026, Madhya Pradesh has emerged as a leading PM MITRA hub, attracting investment commitments of over ₹ 21,500 crore (US\$ 2432.81 million) and significant land allotments, reinforcing the role of mega textile parks in driving large-scale investments and employment generation.
- In February 2026, Infrastructure development across PM MITRA Parks has gained momentum, with works worth over ₹ 2,160 crore (US\$ 244.41 million) initiated by state governments and ₹ 564.72 crore (US\$ 63.90 million) already spent, strengthening connectivity and logistics for large-scale textile manufacturing clusters.

2. Incubation in apparel manufacturing

- The objective here has been to promote entrepreneurs in apparel manufacturing by providing them an integrated workspace and reducing operational and financial cost for establishing and growing a new business.
- The objective here has been to promote entrepreneurs in apparel manufacturing by providing them an integrated workspace and reducing operational and financial cost for establishing and growing a new business.

3. Technical textiles

- The central government has set a target to export ₹ 87,450 crore (US\$ 10 billion) worth of technical textiles under its National Technical Textiles Mission.
- Secretary of the Ministry of Textiles, Ms. Rachna Shah, announced that India's technical textiles market has great potential, with a notable growth rate of 10% and ranking as the 5th largest in the world.
- The technical textiles market for automotive textiles is projected to increase to US\$ 3.7 billion by 2027, from US\$ 2.4 billion in 2020. Similarly, the industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027.
- The India mobiltech textile market (a division of technical textiles for automotive use) is projected to grow from US\$ 2.32 billion in FY25 to US\$ 4.57 billion by FY33, at a CAGR of 8.84%. This growth is driven by rising demand for advanced materials, electric vehicles, and sustainability focus.

4. Public Private Partnership (PPP)

- The Ministry of Textiles commenced an initiative to establish institutes under PPP to encourage private sector participation in the development of the industry.
- In January 2026, PM MITRA Parks are being developed under a Public-Private Partnership (PPP) model, with DPRs worth ₹ 5,567 crore (US\$ 629.93 million) finalized for greenfield parks in Uttar Pradesh, Karnataka and Gujarat, reflecting increasing private sector participation in developing integrated textile manufacturing infrastructure.

5. Promotion of khadi

- In February 2026, The Khadi and Village Industries Commission (KVIC) continued to strengthen the Khadi sector through market linkage, brand promotion and e-commerce integration, with support extended through schemes such as MMDA, ISEC, workshop assistance and marketing support for sales outlets.

- The Khadi and Village Industries Commission (KVIC) recorded a historic turnover of ₹ 1.70 lakh crore (US\$ 19.23 billion) in FY25, reflecting the continued revival of Khadi and village industries, alongside stronger demand, employment generation, and broader rural economic activity.

6. **Diversification**

- India's textile and apparel exports recorded growth in more than 100 export destinations during April-December 2025, reflecting strong market diversification and enhanced global penetration. The sector exported goods worth US\$ 27,312.7 million during the period, supported by policy measures and expanding trade partnerships.
- Raymond group under its group company, J.K. Helene Curtis, is looking to ramp up male grooming segment by unleashing new variants of shampoos and deodorants.

7. **R & D**

- In January 2026, the Ministry of Textiles signed MoUs with 15 states under the Tex-RAMPS scheme to strengthen data systems, research planning and evidence-based policymaking in the textile sector, reinforcing collaborative R&D and innovation-led growth across states.
- On February 2026, Under the GREAT scheme of the National Technical Textiles Mission (NTTM), 24 start-ups have been approved, with support of up to ₹ 50 lakh (US\$ 0.06 million) per start-up. In addition, the NTTM has approved 168 R&D projects in speciality fibres and applications with an outlay of around ₹ 520 crore (US\$ 58.84 million), and the mission has been extended until March 31, 2026, strengthening innovation and research capabilities in the textile sector.

8. **Focus on high growth domestic markets**

- On February 2026, India's domestic textile market gained traction, with import dependency in the textile and apparel sector, including ready-made garments, declining by 13.9% during April-December 2025 compared with the same period last year. The Union Budget 2026-27 also placed textiles at the centre of the growth strategy, with a focus on employment generation, rural livelihoods and sustainable manufacturing.
- The Government of India has increased the basic custom duty to 20% from 10% on 501 textile products to boost Make in India and indigenous production.

9. **Scaling-up organic cotton industry**

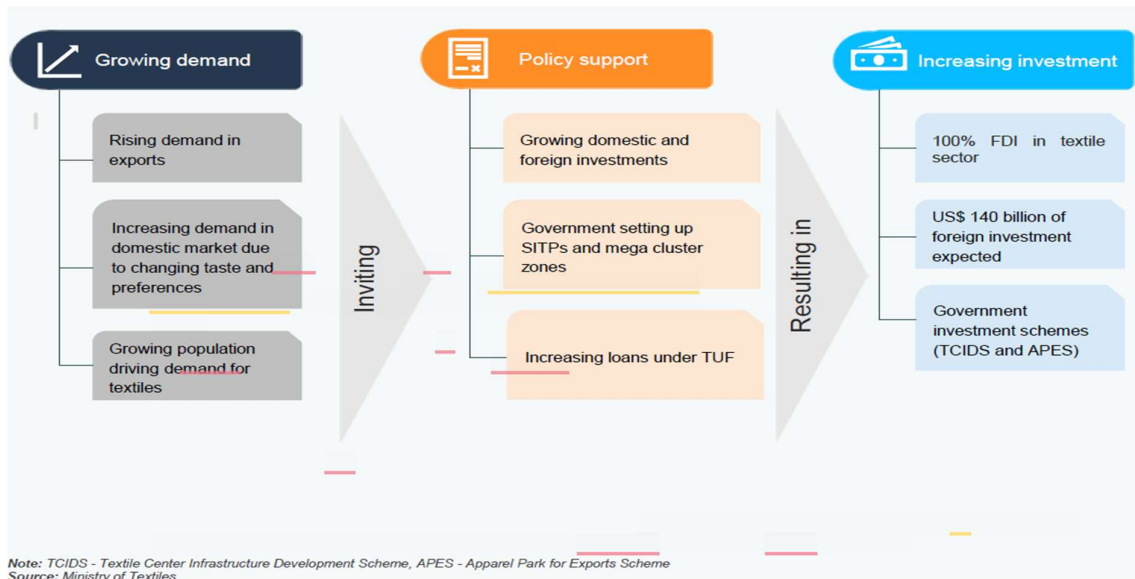
- The Government has stepped up efforts to scale up organic and naturally coloured cotton production through a pilot project across eight clusters and four fashion houses, along with collaborative initiatives with ICAR-CICR and NITRA to develop organic production practices, release naturally coloured cotton seed varieties and augment supply of bio-fibres. The move is supported by cluster-based organic cultivation programmes such as PKVY and MOVCDNER, which also cover production, processing, certification and marketing support.
- Cott-Ally mobile app has been developed for farmers to increase awareness about MSP rates, nearest procurement centers, payment tracking, best farm practices etc.

10. **Innovations to create sustainable textiles**

- On February 2026, the Government is promoting sustainable and circular textile innovation through initiatives under the National Technical Textiles Mission and industry collaborations focused on recycling, upcycling and use of eco-friendly fibres. Research and innovation efforts are being supported through approved R&D projects in speciality fibres and applications, along with start-up support under the GREAT scheme to accelerate development of sustainable textile solutions.
- Arvind Limited, the largest textile to technology conglomerate in India, and PurFi Global LLC, a sustainable technology firm that specialises in rejuvenating textile waste into virgin grade products, have formed a joint venture to reduce the quantity of textile waste dumped in landfills.
- The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environmentally friendly textiles.
- Sangam India Ltd, one of the foremost producers in PV dyed yarn, cotton and OE yarn and also ready to stitch fabric, has installed two solar power plants of 5 MW that on average helps them to bring down their carbon footprint by at least 20% per annum. SIL also plans to increase the use of recycled fibre, leading to lesser consumption of plastic waste by using it as a raw material.

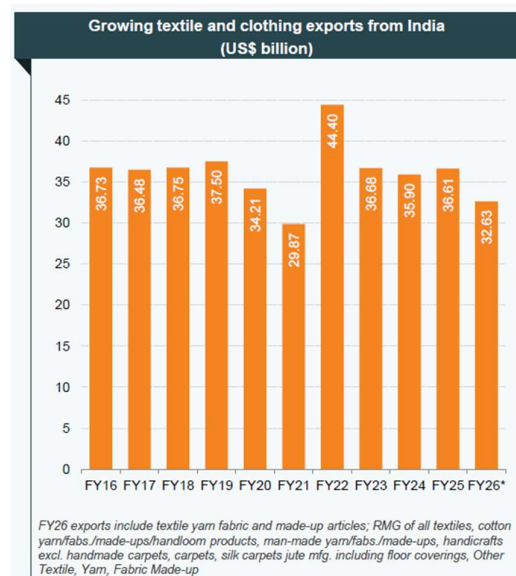
Growth Drivers

Strong fundamentals and policy support aiding growth

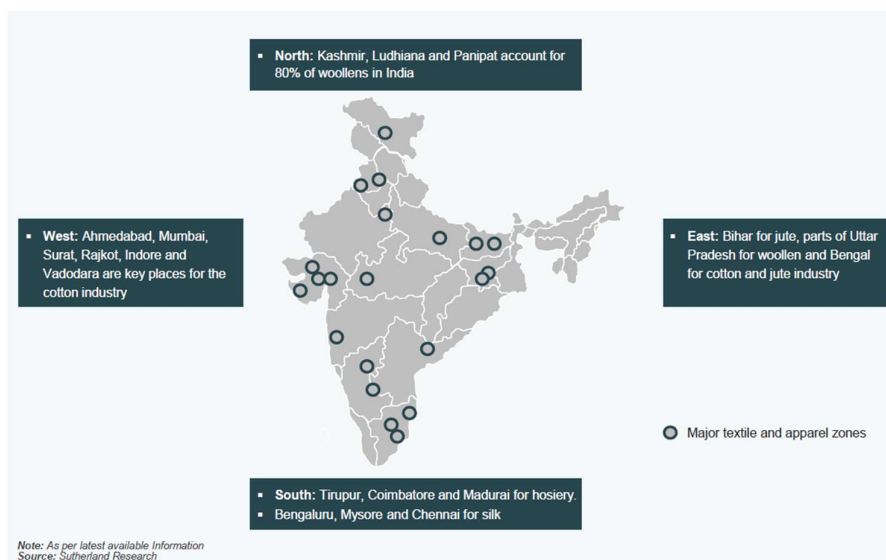


Exporters gaining from strong global demand

- According to ICRA, Indian apparel exporters are expected to see revenue grow by 9-11% in FY26. This will be driven by higher sales volumes and prices, supported by the “China Plus One” strategy and importers needing to restock inventory.
- India is the world's second-largest textile exporter. Capacity built over years has led to low cost of production per unit in India's textile industry. This has lent a strong competitive advantage to the country's textile exporters over key global peers.
- In FY26 (April-February 2026) the total exports of textiles and apparels (incl. handicrafts) stood at US\$ 32.63 billion, with RMG (45%), Cotton Textiles (29%), and Man-Made Textiles (15%) as key contributors.
- The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.
- In January 2026, India's textile and apparel exports declined by 3.75% YoY to US\$ 3.27 billion in January 2026, reflecting continued pressure from global demand slowdown and tariff-related challenges, even as man-made fibre-based exports showed resilience with marginal growth.



Key textiles and apparel zones in India



Opportunities

1. Immense growth potential

- The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.
- The textile and apparel industry is expected to grow to US\$ 190 billion by FY26.

2. Silk Production

- The total amount of Raw Silk production stood at 41,121 metric tonnes (MT) in FY25. A total of 44 R&D projects were started, and 23 of them were successfully completed 9,777 people were trained in a variety of activities relating to the silk industry.
- The Central Silk Board sets a target for raw silk production and encourages farmers and private players to grow silk.
- The Silk Samagra-2 scheme (FY22-FY26) continues to drive productivity, quality improvement, and farmer support through technology adoption and capacity building across the sericulture value chain.

3. Bilateral relations

- India is actively pursuing diversification of its textile export markets, including engagement with the European Union and other emerging economies, in response to global trade challenges such as recent tariffs imposed by the US
- The India-UK FTA signed on July 24, 2025, grants duty-free access to 99% of India's textile exports, removing the 10-12% tariff gap with nvals This is expected to boost India's textile exports to the UK, currently at US\$ 1.79 billion, by up to US\$ 5 billion. The deal supports growth in hubs like Tirupur and traditional clusters, promotes joint ventures, and aims to double bilateral trade to US\$ 112 billion by 2030.

4. Proposed FDI in multi-brand retail

- For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers.
- It will also bring in greater investment along the entire value chain - from agricultural production to final manufactured goods.
- With global retail brands assured of a domestic foothold, outsourcing will also rise significantly.

5. Union Budget 2026-27

Under the Union Budget 2026-27, the government has allocated

- ₹ 5,279.01 crore (US\$ 597.34 million) to the Ministry of Textiles.
- ₹ 1,500 crore (US\$ 169.73 million) for the Integrated Textile Programme.
- ₹ 405 crore (US\$ 45.83 million) for Production-Linked Incentive (PLI) Scheme for Textiles.
- ₹ 300 crore (US\$ 33.95 million) for PM MITRA Parks Scheme.
- ₹ 256 crore (US\$ 28.97 million) for National Technical Textiles Mission.
- ₹ 16 crore (US\$ 1.81 million) for Integrated Processing Development Scheme.

6. Centre of Excellence (CoE) for research and technical training

- The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities.
- Existing 4 CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centres and support for the development of prototypes.
- Fund support would be provided for appointing experts to develop these facilities.

7. Foreign investments

- The Government is taking initiatives to attract foreign investment in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France.
- According to the new Draft of the National Textile Policy, the Government is planning to attract foreign investment and creating employment opportunities for 35 million people.
- India can become the one-stop sourcing destination for companies from Association of Southeast Asian Nations (ASEAN) as there exist several opportunities for textile manufacturing companies from 10-nation bloc to invest in India.

8. Union Budget 2026-27

- The Textile Ministry's allocation increased marginally, rising from ₹ 5,272 crore (US\$ 623.46 million) in 2025-26 to ₹ 5,279.01 crore (US\$ 597.34 million) in 2026-27, indicating continued government support toward strengthening the textile sector and sustaining growth momentum.
- An Integrated Programme for the Textile Sector has been introduced, comprising components such as the National Fibre Scheme, Textile, Expansion and Employment Scheme, initiatives for handloom and handicrafts, sustainability (Tex-Eco), and Samarth 2.0, aimed at improving productivity, employment generation, and competitiveness.
- The budget allocates ₹ 256 crore (US\$ 28.97 million) for the National Technical Textiles Mission to promote innovation and indigenous development of technical textiles.
- The budget allocates ₹ 405 crore (US\$ 45.83 million) for the Production-Linked Incentive (PLI) Scheme to boost large-scale manufacturing and exports in MMF and technical textiles.
- The initiative promotes global agronomy best practices and clean cotton production to secure a steady raw material supply, reduce imports, enhance competitiveness, and improve farmer incomes.
- The Basic Customs Duty on knitted fabrics is revised from “10% or 20%” to “20% or ₹ 115 (US\$ 1.32) per kg, whichever is higher,” aimed at curbing cheap imports and supporting domestic manufacturers.
- Support for the handicrafts sector is strengthened by extending the duty-free export period to one year (extendable by three months) and adding nine new duty-free input items to reduce costs for exporters and promote traditional arts.
- Enhanced credit access and revised MSME classification, along with initiatives like the Bharat Trade Net digital platform, are introduced to support the predominantly MSME-driven textile industry.

(Source: <https://ibef.org/industry/textiles>)

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.*

*All financial information included herein is based on our “**Restated Financial Statements**” included on page 149 of this Prospectus.*

BUSINESS OVERVIEW

We are engaged in the design, engineering, manufacture and export of performance garments for institutional, government and brand clients in international markets. We began operations as a partnership firm in 1994 and was incorporated as a company in 2006. Our product portfolio includes military uniforms, tactical outerwear, high-visibility workwear, weather-resistant and all-weather outerwear, police and border patrol uniforms, protective workwear and performance activewear.

We operate a manufacturing facility located in Tiruppur, Tamil Nadu with a total built up area of over 45,000 square feet over a land area of approximately 1,046.31 square meters and an installed capacity of 450,000 garment pieces per annum. The facility supports garment manufacturing activities from raw material sourcing and fabric development through external suppliers to the production of finished garments. Apart from the regular cut and sew operations in the manufacturing cycle, we also carry out specialized processes including seam sealing, bonded construction, ultrasonic welding, laser cutting and lamination

Over the past two decades, we have manufactured garments based on product specifications and compliance requirements of European military, government and institutional buyers. Our operations focus on the production of garments developed based on client specifications and performance requirements. We have maintained relationships with Swiss government and institutional clients. Our revenue from the sale of manufactured products is primarily derived from exports, which accounted for 98.82% for FY 2026, 93.87% for FY 2025 and 87.77% for FY 2024 of our revenue from operations.

Our client base is located across Europe, including Switzerland, and North America, including the United States. We supply garments to the various department of Government of Switzerland and European brands. For all stages of operations from sample development to shipment, we follow quality standards applicable in European markets. Our manufacturing facility includes a quality control system to monitor product standards. All fabrics and accessories used in production comply with international requirements, and test reports from recognized laboratories are obtained to support compliance.

The designs for the technical garments manufactured by the Company are provided by the customers. The Company manufactures such garments in accordance with the designs, specifications, technical drawings, patterns and quality requirements communicated by its customers from time to time. Further, during the design finalization and pre-production stages, the Company may provide design inputs and technical suggestions to its customers based on its knowledge of garment construction, manufacturing processes, and supply-chain and sourcing capabilities relating to fabrics, trims and accessories. However, the final design specifications and approvals remain with the respective customers.

We operate under multiple certifications and compliance frameworks as follows:

ISO 9001:2015	Quality Management Systems
ISO 14001:2015	Environmental Management Systems
ISO 45001:2018	Occupational Health & Safety
ISO 14064-1:2018	Greenhouse Gas emissions quantification and reporting
SA 8000	Social Accountability and workplace practices
SEDEX	SMETA audit standards for supply chain practice
Global Organic Textile Standard (GOTS)	Organic cotton garments
Global Recycle Standard (GRS)	Recycled polyester products

We also hold the status of Two Star Export House issued by the Government of India based on export performance.

Our Company is led by our Promoters, who are first and second generation entrepreneurs with extensive experience in the garment export industry and the technical garment segment. The Company benefits from the leadership of experienced and technically qualified Promoters. Vipul Badani, our Chairman & Managing Director, has over 30 years of experience, while Bhoomin R Badani, our Whole-Time Director & Chief Executive Officer, has more than 15 years of experience in the apparel manufacturing industry. The extensive experience of our Promoters has been instrumental in shaping the Company’s vision and growth strategy. We believe that our ability to effectively market our products stems from the clear vision established by our Promoters and senior management, supported by their deep industry knowledge and expertise.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the year ending		
	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from operations ⁽¹⁾	7,689.11	5,307.24	3,722.94
EBITDA ⁽²⁾	1,671.67	797.05	486.15
EBITDA Margin ⁽³⁾	21.74%	15.02%	13.06%
PAT ⁽⁴⁾	1,186.90	489.85	283.93
PAT Margin ⁽⁵⁾	15.44%	9.23%	7.63%
RoCE(%) ⁽⁶⁾	37.33%	21.16%	18.94%
RoE (%) ⁽⁷⁾	61.56%	43.07%	85.93%
Net Worth ⁽⁸⁾	2,473.65	1,382.25	892.40

Notes:

⁽¹⁾ Revenue from operation means revenue from operating activities

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income + + Loss on sale of PPE + Assets Discarded

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.

⁽⁴⁾ 'PAT represents total net profit after tax for the period/year available for parent equity shareholder.

⁽⁵⁾ 'PAT Margin' is calculated as PAT divided by revenue from operations.

⁽⁶⁾ 'RoCE is calculated as EBIT divided by capital employed where (i) EBIT means PAT + Tax Expenses + interest expense (ii) Capital employed means Net worth (excluding revaluation reserve) + total current & non-current borrowings + DTL-DTA as appearing in financial statements.

⁽⁷⁾ 'ROE is calculated as PAT (excluding of extra ordinary losses) as divided by Net worth (excluding revaluation reserve).

⁽⁸⁾ 'Net worth means Equity share capital + Reserves and surplus (including Securities Premium, General Reserve and surplus in statement of profit and loss but excluding Revaluation Reserve).

Our Competitive Strengths:

We believe that the following are our primary competitive strengths:

In-house manufacturing facility with quality control mechanism

We are an ISO 9001:2015, 14001:2015 and 45001:2018 certified company for manufacturer and exporter of Knitted and Woven Garment. We presently carry all our manufacturing operations at our manufacturing facility located in Tiruppur – Tamil Nadu with a total built up area of over 45,000 square feet over a land area of approximately 1,046.31 square meters and an installed capacity of 450,000 garment pieces per annum, which is equipped with capabilities to develop and manufacture our product portfolio. In addition, we employ a quality control mechanism during the manufacturing of our products which includes washing fastness testing, rubbing fastness testing, Shrinkage testing, Seam Leakage testing, Button Pull Tester and other testing including final inspections as per customer specifications that are required to ensure that our finished product conforms with all the standard quality norms. The in-house manufacturing operations enable us to streamline inventory management and production process resulting in maintenance of high-quality production standards, minimizing production time and bringing cost effectiveness.

Widespread reach in international markets

Our Company have built a strong and reliable presence in the international markets, which remains our primary area of operation. Our deep understanding of customers' needs and market trends has helped us to maintain consistent growth and trust across the geographies.

The following table sets forth the bifurcation of revenue from operation (excluding Other Operating Revenue) (Geographical – wise) for the Fiscal 2026, 2025 and 2024:

(₹ in lakhs)

Country Wise Turnover	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Switzerland	6,154.47	80.67%	3,109.43	58.87%	2,083.31	56.44%
USA	1,266.64	16.60%	1,727.64	32.71%	1,065.67	28.87%
UK	117.87	1.54%	121.20	2.29%	90.84	2.46%
India	90.24	1.18%	323.54	6.13%	451.30	12.23%
Total	7,629.23	100.00%	5,281.82	100.00%	3,691.12	100.00%

Revenue from Switzerland has increased over the past three fiscal years because customers from that region placed more orders, including repeat orders, and accordingly, a larger portion of the Company's production capacity was allocated to fulfilling those orders. With respect to the United States, revenue has varied during the same period primarily because the Company's business is order based and production capacity is allocated depending on where the orders are coming from at a given point in time. When

orders from Switzerland were higher, more production capacity was used for those orders, which naturally resulted in fewer resources being available for United States orders and therefore a lower revenue contribution from that region.

Integrated expertise in high performance technical garments

With over 20 years of experience of producing uniforms and outdoor wear for the Government of Switzerland, including the military, Police and other national agencies. These products require high standards for strength, comfort and durability in demanding conditions. This experience supports the company's work with international brands. All key manufacturing processes for engineered garment manufacturing are available in-house, including seam sealing, bonded and stitch-free assembly, laser cutting, ultrasonic welding, reflective fusing quilting and down filling keeping these processes under one roof allows better control of quality, production time, and cost when producing technical garments.

The revenue from operation bifurcation excluding other operating revenue, between Government and non-Government clients for the past three fiscal years as follows:

Particulars	(₹ in lakhs)					
	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Revenue from Government of Switzerland department	6,045.48	79.24%	3,041.45	57.58%	2,058.31	55.76%
Revenue from Non- Government	1,583.74	20.76%	2,240.37	42.42%	1,632.81	44.24%
Total	7,629.23	100.00%	5,281.82	100.00%	3,691.12	100.00%

**As certified by R K Jagetia & Co., Peer Review Auditor, through its certificate dated August 14, 2026.*

Qualified and Experienced Management Team

Our Company is led by our Promoters, who are first- and second-generation entrepreneurs with extensive experience in the garment export industry and the technical garment segment. Our Promoter, Vipul Badani, Chairman and Managing Director, has more than 30 years of experience, and Bhomin R Badani, Executive and Whole-Time Director, has more than 15 years of experience in the apparel manufacturing industry. Our Board of Directors is supported by a team of highly experienced and qualified professionals who guide the Company in its pursuit of corporate excellence and technological innovation. The experience, expertise, and vision of our management team enable us to deliver superior customer value and capitalize on current as well as emerging market opportunities. For further details regarding the experience of our Board of Directors and Key Managerial Personnel, please refer to the chapter titled "**Our Management**" beginning on page 132 of this Prospectus.

Our Business Strategies

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

Continue to invest in our technological capabilities

Our Company is committed to making continuous investments to achieve higher levels of excellence in our products and to meet the diverse requirements of our clients. Our existing production capacity is currently operating at near-optimal utilization levels.

To support future growth and increasing demand from premium international outdoor and performance wear brands, we plan to establish an additional manufacturing facility spread over approximately 1.41 acres in Tiruppur, dedicated to complex outdoor wear and high-performance products. The proposed facility is expected to enhance our technical capabilities, increase production capacity, and improve operational efficiencies, enabling us to undertake larger and more value-added programs while maintaining our high standards of quality and compliance. This expansion is expected to strengthen our position in the premium segment, provide greater production flexibility, reduce lead times, and generate economies of scale, thereby supporting the sustainable long-term growth of our business. For further details, see "**Objects of the Issue**" on page 69 of this Prospectus.

Focus on premium international brands

We plan to build relationships with outdoor and performance wear brands in Europe and North America. We intend to engage with brands that require engineered garment manufacturing services and supply products that meet their specifications. Our association with the various departments of Government of Switzerland and our experience in manufacturing garments for their Army, railways, Customs Police provide a reference for capability and compliance. This background is expected to support discussions with potential clients and assist in establishing relationships with brands in the target markets. We intend to approach select brands to offer our production capacity, showcase our facility and certifications, and provide samples that demonstrate our manufacturing capabilities in seam-sealed, bonded, and laminated garment construction. We plan to use this experience as part of our approach to developing new client engagements and expanding our export business.

The revenue from operations, excluding other operating revenue from departments of the Government of Switzerland for the past three fiscal years as follows:

Particulars	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Revenue from Railway Department	299.09	4.95%	248.50	8.17%	184.92	8.98%
Revenue from Municipal Corporation	18.86	0.31%	-	-	229.19	11.13%
Revenue from custom Department	1,383.98	22.89%	72.18	2.37%	236.84	11.51%
Revenue from Swiss defense Government	4,343.55	71.85%	2,720.77	89.46%	1,407.36	68.37%
Total	6,045.48	100.00%	3,041.45	100.00%	2,058.31	100.00%

Below Concrete steps undertaken by the Company for business strategies:

a) Continue to invest in our technological capability

The Company is developing its own in-house production tracking software which is designed to digitize and centralize the day-to-day management of the Company's manufacturing operations. The software offers a Kanban-style production board with real-time visibility of every job, across the stages of Pending, Work-in-Progress and Finished Goods, along with searchable filters by job number, buyer and article. The in-house development of this software demonstrates the Company's continued investment in technology and is expected to improve production planning.

b) Focus on Premium international brands

As part of its business development efforts, the Company has identified a number of premium international outdoor, performance-wear and work-wear brands through detailed research of participants at key international trade fairs in its target export markets. Based on this assessment, the Company has shortlisted prospective customers for focused outreach and direct engagement.

c) Focus on consistently meeting quality standards

The Company has for the purpose of consistently meeting quality standards, engaged services from Gcerti for auditing of its ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 standards.

d) Maintaining Cordial relationship with our suppliers and customers

The Company is interacting with suppliers and customers through virtual meetings and is preparing buyer-specific marketing collateral, including customized lookbooks showcasing its product offerings and technical capabilities. The Company is also evaluating the development of customized physical sample sets tailored to the requirements of shortlisted prospective customers to facilitate product evaluation and support business discussions.

e) Continue to strive for cost efficiency

In order to optimize its logistics costs, the Company analyzed its shipping requirements and leveraged its shipment volumes to negotiate a customized pricing arrangement with Logistics suppliers.

Focus on consistently meeting quality standards

Quality is core to our believe system. We maintain a quality control system with inspection and testing at multiple stages of the manufacturing process, from incoming raw material inspection through in-process checks to final product inspection. Supervisors are positioned at defined points in the production chain to conduct inspections and quality checks. Raw materials, fabrics, and accessories used in production are procured to specifications and tested for compliance before release to production. We intend to continue investing in our quality control infrastructure, including testing equipment and trained personnel, to maintain consistency of output as production volumes increase with the planned capacity expansion. We have received several certifications, and our prestigious clientele stands as a true testimony to our efforts.

Maintaining cordial relationships with our suppliers, customers and employees

We maintain procurement relationships with global suppliers of technical materials, including seam-sealing tapes, reflective materials, waterproof zippers, and specialized coatings. These relationships are maintained through regular engagement, order planning, and coordination of lead times and specifications. We believe that maintaining strong relationships with our suppliers, customers, and employees is essential to the continued growth of our company. Our dedicated and focused approach, together with efficient processes and timely product delivery, has enabled us to build long-term partnerships with premium international outdoor and performance wear brands across Europe and the United States. Furthermore, we believe that establishing strong, mutually

beneficial relationships with strategic suppliers is critical to improving supply chain performance, achieving greater cost efficiency, and supporting the sustainable growth and development of our business. We also invest in training and development of our workforce, particularly in the operation of equipment (seam-sealing machines, ultrasonic welders, laser cutters) where operator skill is developed over time through supervised production experience.

Continue to strive for cost efficiency

Apart from expanding business and revenues, we have to concentrate on reducing the costs in order to remain competitive in the industry. Measuring and evaluating costs at each cost center and bench marking the same to industry/scientific standards is our core strategy to control direct costs and overheads. Our focus has been on reducing the operational costs to gain competitive edge. We are, to some extent, successful in our efforts and hope to continue more vigorously to benchmark ourselves with the best in the industry. We intend to continue these efforts as we scale production at the new facility, with the objective of maintaining cost discipline while increasing output.

OUR PRODUCTS

Knitted Garments

Knitted garments are garments made from knitted fabric, where yarn is interlooped to form the fabric structure. These garments are manufactured using knitting processes such as circular knitting or flat knitting and are used in apparel categories including t-shirts, lowers, innerwear, sportswear and similar clothing products.

Woven Garments

Woven garments are garments made from woven fabric, where two sets of yarn are interlaced at right angles to form the fabric structure. These garments are manufactured using woven fabrics and are used in apparel categories including shirts, trousers, jackets, uniforms and similar clothing products.

The Company's product portfolio comprises outdoor performance jackets and outerwear are worn for protection against wind, rain and cold during outdoor and adventure activities, and serve the outdoor lifestyle, adventure-sports and premium fashion outerwear segments. The product range also includes high-visibility work wear is worn by workers operating in low-light and high-risk environments to ensure visibility and worker safety, and is deployed across the industrial safety, infrastructure, construction, road and utility maintenance industries. Institutional garments supplied to Government of Switzerland departments are used as functional uniforms and operational clothing by their personnel. In addition, the Company manufactures UPF 50+ sun-protective apparel, including men's and women's tops, leggings, jackets, swimwear and accessories, which are worn during outdoor activities for protection against UVA and UVB radiation and are recommended for sun-sensitive individuals. The product portfolio further includes recycled, waterproof children's rainwear and splash-suits, are worn by children for outdoor play and exploration in wet-weather conditions and active-wear and performance apparel comprising T-shirts, hoodies, leggings, joggers, sports bras and yoga and training wear is worn for sports, training, gym, walking, running and athleisure use and serves the active wear, athleisure and lifestyle sports segment.

Our technical garment portfolio includes: -

Image	Product Name	Garments type	Product Description
	Technical Outwear - 3-Layer PTFE Membrane Jacket	Woven	25,000mm water column, fully taped seams (hot-air welded PU seam tape), waterproof-rated YKK zippers, 3L PTFE membrane laminate with 70D nylon face, PFC-free Durable Water Repellent treatment, adjustable storm hood compatible with helmets. Complexity factors: include membrane lamination, seam sealing of every stitch point, multi-layer bonded construction of water proof zippers.

Image	Product Name	Garments type	Product Description
	Swiss-Spec Synthetic Insulated Hooded Jacket	Woven	40D ripstop nylon shell (DWR-coated, matte finish), 120g synthetic microfiber fill (wet-weather rated, compressible), fixed insulated hood with dual drawcord adjusters, integrated thumb loops with elasticated wrist closure. Complexity factors: include quilting and down filing, DWR coating compatibility with fill migration prevention, articulated shoulder and elbow patterning
	Channel Synthetic Quilted Insulated Jacket	Woven	20D Downproof ripstop nylon shell, 80g synthetic microfibre fill (wet-weather rated), horizontal channel-quilt with ultrasonically bonded baffles, full-length YKK coil zip with internal storm flap. Complexity factors: ultrasonic bonding of quilt channels (no needle penetration through insulation), contrast-panel sleeves in heathered knit jersey requiring different sewing parameters.
	Multi-Terrain Tactical Combat Coverall	Woven	Ripstop cotton-polyamide blend (230gsm), IR-compliant dye treatment, woodland camouflage pattern, 21 pocket architecture with heavy-duty water-resistant zippers, Cordura 500D-reinforced knee and elbow panels with internal foam-pad pockets, two-way YKK front zipper. Complexity factors: IR-compliant dye processing, Cordura reinforcement integration, 21 pocket construction with waterproof zippers, articulated multi-panel patterning.
	Multi-Pocket Tactical Cargo Pant	Knitted	4-way stretch softshell (65% polyamide / 35% cotton), Cordura 500D knee and seat panels, 3D-articulated knee patterning with internal foam-pad pocket, 10-pocket layout, DWR-coated, IR-compliant dye. Complexity factors include multi-fabric construction (softshell body + Cordura panels requiring different sewing parameters), articulated 3D knee patterning, bartacking at all stress points.

Image	Product Name	Garments type	Product Description
	EN 20471 High-Visibility PTFE Seam-Sealed Jacket	Woven	PTFE membrane laminate, fluorescent orange, fully waterproof and windproof, all seams heat-sealed with PU tape. Dual horizontal retro reflective bands on torso and sleeves for 360° visibility. Certified EN 20471:2013+A1 Class 3. Complexity factors include PTFE membrane seam sealing, retro reflective element fusing, simultaneous EN 20471 (hi-vis) and waterproof performance, snap-button closure system.
	EN 20471 High-Visibility Polar Fleece Jacket	Knitted	280gsm anti-pill polar fleece, fluorescent orange, EN 20471 Class 3. Dual horizontal retroreflective tape bands across torso and twin bands on each sleeve. Complexity factors include retroreflective tape application on fleece substrate, EN 20471 certification compliance, contrast black stand collar with YKK full-zip.
	Multi-Zone Laser-Perforated Performance T-shirt	Knitted	Lightweight single jersey, recycled polyester, 120 GSM. Multi-zone laser-cut perforations (upper back, shoulders, underarms) with sealed edges. Bonded flatlock construction (zero chafe). Hydrophilic face / hydrophobic back for rapid wicking. Complexity factors include precision laser perforation mapping, bonded (not stitched) seam construction, anti-odour silver-ion treatment, heat-transfer branding.
	GRS Certified Recycled Polyester Sherpa-Lined Waterproof Coat	Woven and Knitted	GRS certified recycled polyester shell, PVC-free waterproof coating, recycled sherpa fleece lining. Water-based digital print (woodland rabbit and floral motif). Fully taped seams, storm-flap zip guard. Complexity factors include recycled-material processing (different sewing parameters), waterproof taping on recycled substrate, digital print integration, childrenswear safety compliance.
	GRS Certified Recycled Polyester Polar Fleece Gilet	Knitted	GRS certified recycled polyester high-pile polar fleece (300 GSM). Two-tone colour-block design. Full-length YKK zip with contrast binding and chin guard. Anti-pill treated.

The following table sets forth information on our product mix in terms of revenue from operation (excluding other operating revenue) contribution in the fiscals indicated:

(₹ In lakhs)

Particular	FY 2025-26		FY 2024-25		FY 2023-24	
Product Name	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Knitted	2,170.74	28.45%	1,458.42	27.61%	1,185.91	32.13%
Woven	5,458.49	71.55%	3,823.39	72.39%	2,505.21	67.87%
Grand Total	7,629.23	100.00%	5,281.82	100.00%	3,691.12	100.00%

* As certified by RK Jagetiya & Co., Peer Statutory Auditor, through its certificate dated August 14, 2026

OUR MANUFACTURING FACILITY:

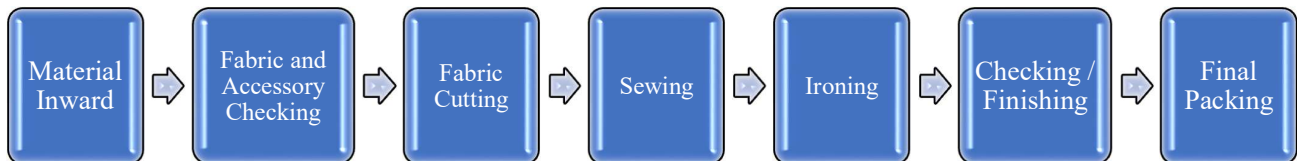
Our Location: D. No: 5/491-R, Vengamedu Angeripalayam Road, Tiruppur – 641603, Tamil Nadu - India





OUR MANUFACTURING PROCESS

There are different stages that are involved in our manufacturing process, each stage is crucial and of utmost importance for the product to have its required quality and standard. We ensure quality control check at each of the manufacturing stages. Our manufacturing process consists of the following stages:



Step I: Material Inward

All fabric and accessories are received in the material inward area against the relevant purchase orders and supplier documents. Each lot is checked for basic details such as quantity, description, shade/lot number and visible damage. These details are recorded in the invoice / delivery document, and the materials are suitably tagged or marked. After this, fabric rolls and accessories are stored in designated racks / pallets.

Step II: Quality Control of Fabric and Accessory

Before production, fabric rolls are inspected on fabric-inspection tables/machines as per the approved standard, shade variations and width are recorded and non-conforming fabric is segregated. Basic checks such as GSM, shrinkage and colourfastness (where applicable) are verified against the buyer's specifications. Accessories such as zippers, thread, buttons, labels and packing materials are also checked for quality, colour, dimensions and branding details before being approved for use.

Step III: Fabric Cutting

Approved fabric is issued to the cutting department with a cutting plan based on the style and size ratio. Fabric is relaxed (where required), then spread on cutting tables or spreading machines to the required plies and alignment. Markers are laid and parts are cut using manual or automatic cutting machines. Cut panels are notched, numbered and bundled size-wise and colour-wise, along with a bundle ticket or identification slip, to maintain traceability up to sewing.

Step IV: Sewing and Technical Assembly

Bundled panels are issued to the sewing lines as per the operation breakdown and line layout. Operators stitch the garment in sequence using calibrated machines and approved work aids (folders, guides, etc.). For engineered garments, additional technical processes are carried out depending on the product specification. These include seam sealing using seam sealing machines, ultrasonic welding of fabric layers and components, bonded stitch-free construction using heat-activated adhesive films, fusing of retroreflective tapes and transfers, stitching of reflective panels, laser cutting of components with simultaneously sealed edges, and quilting of insulation layers using conventional or ultrasonically bonded methods. In-line quality inspectors check critical operations (seams, measurements, labels, branding, functional parts like zippers and snaps) and segregate defective pieces for correction. Only pieces that meet the specification move to the next operation, ensuring in-process quality control.

Step V: Ironing

After sewing, garments are sent to the ironing section. Each garment is inspected visually and then pressed using steam irons/pressing equipment as per the ironing standard for that style. Seams are opened and shaped, puckering is removed and the garment is brought to its correct appearance and measurements.

Step VI: Checking and Finishing

Pressed garments undergo final checking on Quality Control tables. Trained quality controllers verify measurements, workmanship, labels, branding, stitch quality, attachment of accessories and overall appearance against the approved sample and specification sheet. Loose threads are trimmed; stains (if any) are removed using approved methods and minor defects are corrected in the repair section. Only garments that fully conform to the buyer's specification are approved for packing.

Step VII: Final Packing

Approved garments are folded as per the packing instruction, then inserted into polybags or other specified inner packing along with tags, barcodes, user manuals or leaflets if required. The packed pieces are then arranged size-wise and colour-wise into cartons as per the packing list.

PLANT & MACHINERY

Our manufacturing facility comprises a vast array of plant and machinery are new and owned by our company which includes Auto Cutter & Spreader, Fiber Filing, Pattern Quilting, Woven & Knitted Garments Sewing, Laser cutting, Pneumatic Hot & Cold Presses machine, Ultrasonic Welders, Tape laydown machines, Stain Remover, Boilers & Steam Irons etc.



Auto Cutter and Spreader



Fiber Filling



Pattern Quilting



Laser Cutting



CAPACITY AND CAPACITY UTILISATION

The Company's capacity utilization for the fiscal March 31, 2026 was 88%. In order to mitigate potential bottleneck situations arising from high-capacity utilization, the Company has undertaken and is undertaking several strategic initiatives. These include the commencement of setting up a new manufacturing facility, which is expected to add an additional base capacity of 10,80,000 pieces per annum. Further, the Company is actively managing and optimizing capacity at its existing facility through strategic planning measures such as prioritization of higher-value orders and customer-wise production scheduling to ensure efficient utilization of resources and smooth operational flow.

The following table sets forth the installed capacity, actual production and utilization of our manufacturing facilities for the periods indicated (in pieces)

Particulars	2025-26	2024-25	2023-24
Installed Capacity (in pieces)	450,000	450,000	380,000
Actual Production (in pieces)	394,044	351,698	297,548
Capacity Utilization (in %)	88%	78%	78%

**The information related to the installed capacity is based on the certificate received from S.C. Sheth, Chartered Engineers vide their certificate dated August 13, 2026*

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this 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 18 of this Prospectus

COLLABORATIONS/TIE UPS/ JOINT VENTURES

We do not have any Collaborations/Tie-ups/Joint Ventures as on the date of the Prospectus.

EXPORT OBLIGATION

Our Company does not have any export obligation as on the date of Prospectus.

UTILITIES & INFRASTRUCTURE FACILITIES

Availability of Raw Material - The raw materials we use in our manufacturing process are primarily sourced from third party suppliers from international and local markets. During Fiscal Year 2026, the Company procured material from approximately 127 suppliers, out of which 80 suppliers have been associated with the Company for the last three Fiscal Years. The details of purchases into Domestic and Import category for the Fiscal 2026, 2025 and 2024 are as under:

The raw material bifurcation country-wise for the past three fiscal years as follows:

(₹ in lakhs)

Particulars^	for the Year ended on					
	31-03-2026	% of purchase	31-03-2025	% of purchase	31-03-2024	% of purchase
Australia	439.89	15.90%	565.43	15.75%	123.19	7.05%
China	377.03	13.63%	586.2155	16.33%	298.70	17.09%
Germany	48.87	1.77%	597.63	16.65%	309.66	17.71%
Vietnam	1.24	0.04%	213.65	5.95%	53.71	3.07%
Taiwan	146.31	5.29%	318.08	8.86%	207.77	11.89%

Particulars^	for the Year ended on					
	31-03-2026	% of purchase	31-03-2025	% of purchase	31-03-2024	% of purchase
Switzerland	183.87	6.65%	89.85	2.50%	67.93	3.89%
Norway	35.52	1.28%	-	-	1.22	0.07%
France	17.93	0.65%	31.63	0.88%	10.47	0.60%
Hongkong	38.31	1.39%	29.38	0.82%	12.05	0.69%
Italy	6.91	0.25%	8.26	0.23%	3.15	0.18%
Bangkok	9.40	0.34%	15.27	0.43%	5.76	0.33%
Spain	4.12	0.15%	-	-	-	-
Poland	-	-	10.63	0.30%	5.80	0.33%
Thailand	6.43	0.23%	13.53	0.38%	4.71	0.27%
UK	1.49	0.05%	-	-	9.77	0.56%
Romania	1.61	0.06%	0.89	0.02%	0.19	0.01%
Belgium	232.98	8.42%	-	-	-	-
USA	122.31	4.42%	-	-	-	-
Netherlands	-	-	86.63	2.41%	-	-
India	1,091.72	39.47%	1022.00	28.48%	634.01	36.27%
Total	2,765.94	100.00%	3589.07	100%	1748.09	100%

^Other cost (Immaterial) related to import and indigenous goods cannot be bifurcated on country wise/state wise.

Further, the raw material Bifurcation State wise (India) for the past three fiscal years as follows:

(₹ in lakhs)

Particulars^	for the Year ended on					
	31-03-2026	% of purchase	31-03-2025	% of purchase	31-03-2024	% of purchase
Tamil Nadu	1,004.39	92.00%	881.40	86.24%	396.76	62.58%
Haryana	44.76	4.10%	67.87	6.64%	45.81	7.23%
Delhi	24.08	2.21%	21.07	2.06%	87.72	13.84%
Maharashtra	8.41	0.77%	25.96	2.54%	26.30	4.15%
Karnataka	5.08	0.47%	2.06	0.20%	12.05	1.90%
Punjab	4.08	0.37%	16.66	1.63%	20.83	3.29%
Gujrat	0.73	0.07%	6.97	0.68%	44.32	6.99%
Rajasthan	0.16	0.01%	-	-	-	-
Utter Pradesh	0.03	0.00%	-	-	-	-
Telangana	-	-	-	-	0.23	0.04%
Total	1,091.72	100.00%	1022.00	100.00%	634.01	100.00%

^Other cost (Immaterial) related to import and indigenous goods cannot be bifurcated on country wise/state wise.

*As certified by R K Jagetia & Co., Peer Review Auditor, through its certificate dated August 14, 2026.

The raw material bifurcation material wise for the past three fiscal yearsas follows:

(₹ in lakhs)

Particulars	for the Year ended on					
	31-03-2026	% of purchase	31-03-2025	% of purchase	31-03-2024	% of purchase
Accessories	989.65	35.49%	1,232.29	34.12%	479.70	27.11%
Fabric	1,706.75	61.21%	2,349.39	65.05%	1,263.90	71.44%
Spare Parts Purchase	0.59	0.02%	2.10	0.06%	-	-
Yarn	68.95	2.47%	5.28	0.15%	4.49	0.25%
Other Cost	22.58	0.81%	22.40	0.62%	21.06	1.19%
Total	2,788.52	100.00%	3,611.46	100.00%	1,769.15	100.00%

*As certified by R K Jagetia & Co., Peer Review Auditor, through its certificate dated August 14, 2026.

(₹ in lakhs)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount in Lakhs	% of total Purchase	Amount in Lakhs	% of total Purchase	Amount in Lakhs	% of total Purchase
Imported	1,681.83	60.31%	2,581.21	71.47%	1,130.33	63.89%
Domestic	1,106.69	39.69%	1,030.25	28.53%	638.81	36.11%
Total	2,788.52	100.00%	3,611.46	100.00%	1,769.15	100.00%

We have been able to secure timely supply of required raw material for our existing activity as we are associated with the suppliers for a brief period of time. In Fiscal 2026, Fiscal 2025 and 2024 the cost of raw materials consumed represented ₹ 3,209.19 lakhs, ₹3,142.27 lakhs and 1,460.97 lakhs of our revenue from operations.

Power: The requirement of power of our operations, like power for lighting and operating the machinery/equipment is met through the Tamil Nadu Power Distribution Corporation Limited and through Solar Power Panels installed at the factory

Water: Water requirement for the manufacturing and allied processes is met through Tiruppur City Municipal Corporation.

HUMAN RESOURCES

We believe that our employees are integral to our business operations and long-term growth. Our workforce plays a key role in ensuring timely production, adherence to quality standards, and overall operational efficiency. We have built a structured team across departments including merchandising, production, accounts, finishing, purchase, cutting, maintenance, and administration, enabling seamless coordination across business functions.

As of June 30, 2026, our workforce comprises of 255 payroll employees (excluding management) deployed across our manufacturing facility and office operations. This includes managers, merchandisers, production supervisors, technical staff, accountants and administrative personnel. In addition to our core team, we regularly engage contractual labour to meet production requirements and manage high-volume orders, particularly in stitching and finishing units.

We are committed to ensuring a safe and compliant work environment in line with applicable labour regulations. Our facilities are equipped with the necessary health and safety provisions, and we maintain records and certifications related to employee welfare, statutory compliance, and workplace safety.

Our human resource policies are aimed at promoting a culture of accountability, teamwork, and continuous improvement, which we believe contributes to the overall stability and efficiency of our operations.

Departments	No. of Employees
Accounts & Finance	5
Administration & HR	18
Business Development & Sales	1
Merchandising	3
Export & Logistics	5
Production & Sampling Department	195
Quality & Maintenance Department	9
Stores & Inventory	7
Facility & Support Services	12
Total	255

Our attrition rate for the past three year as follows:

Period	March 31, 2026	March 31, 2025	March 31, 2024
Total Employees (including management) at Period End	283	284	302
Attrition rate (%)	32.45%	30.03%	64.43%

**As certified by R K Jagetia & Co., Peer Review Auditor, through its certificate dated August 14, 2026.*

EPF and ESIC details for the past three fiscal years are as follows:

Particulars	June 30, 2026	March 31, 2026	March 31, 2025	March 31, 2024
No. of Employees registered	225	246	239	198
EPF Deposited (₹ in lakhs)	3.11	3.32	3.15	2.38
No. of Employees registered	187	211	208	163
ESIC Deposited (₹ in lakhs)	0.83	0.91	0.88	0.68

SALES AND MARKETING

Our Sales and Marketing strategy focuses on building long-term relationships with selected customers rather than pursuing high-volume, low-margin orders. During the Fiscal year 2026, the company served approximately 15 customers, out of which 7 customers have been associated with the company for last three fiscal years. Our past work with the various departments of Government of Switzerland through competitive public tender processes demonstrates our ability to meet technical specifications, comply with required standards, adhere to delivery timelines, and match global price benchmarks. Participation in such tenders reflects our operational efficiency, cost control, and pricing discipline.

The bid-to-win ratio of the Company for the last three fiscal years is as follows:

Particulars	F.Y. 2025-26	F.Y. 2024-25	F.Y. 2023-24
Tender Applied	1	2	-

Particulars	F.Y. 2025-26	F.Y. 2024-25	F.Y. 2023-24
Tender received	1	2	-
Bid-to-win ratio	100%	100%	-

All the tenders received by the Company were from repeated customers under contracts having a duration period of five years.

We develop new samples and collections based on current technologies in cold weather clothing, performance garments, and industrial workwear, and present them to buyers in relevant industries. We also work with prospective customers to develop samples based on their designs and technical requirements at our manufacturing facility and conduct pricing exercises to secure new orders. Our experience in supplying military and safety uniforms supports our engagement with performance wear and workwear brands that require durability, weather protection, consistency, and competitive pricing. We plan to participate in international trade shows relevant to the performance, outdoor, and workwear sectors, and to maintain a presence with buying offices in target markets. For acquisition of non-government clients, the Company's sales teams regularly interact with the sourcing managers and product development teams of prospective international brands at leading international apparel trade fairs and sourcing platforms. The Company has cultivated long-term working relationships with specialised, independent sourcing agents who hold strong relationships with new and emerging international brands. To support its new client acquisition efforts, the Company maintains a dedicated in-house sampling cell, which enables rapid prototyping of new designs. The Company also actively invites on-site facility audits and inspections by the internal compliance, sustainability, and social audit teams of prospective international brands. Additionally, the Company maintains an updated corporate website showcasing its capabilities, product range, and certifications.

LOGISTICS

Our logistics chain is structured around garment manufacturing requirements, where inputs are sourced from suppliers and finished products are exported to institutional and brand clients.

Inbound logistics: Fabrics and trims are imported as many materials used in garment manufacturing of waterproof membranes, seam-sealing tapes, coatings, reflective materials, zippers, and yarns are sourced from suppliers in Europe, Far East and other markets. Depending on urgency, these materials are shipped by sea for planned orders with longer lead times or by air for sampling and urgent programmes. The Company maintains procurement relationships with these suppliers and manages lead times, minimum order quantities, and material compatibility.

Production: Garment manufacturing, finishing, and quality checking operations are carried out in-house at our facility in India. Production processes are not outsourced to third-party manufacturers, which allows control over quality, timelines, and compliance during the manufacturing process. Quality inspection checkpoints are conducted at stages including incoming material inspection, in-process checks, and final quality assurance.

Outbound logistics: Finished garments are exported to customers by sea for regular production shipments or by air for express and seasonal deliveries. The Company's proximity to Tuticorin port and Chennai Sea and Airport in Tamil Nadu provides access to shipping routes.

INSURANCE

Our business is subject to risks inherent in our operations, including equipment failure, workplace accidents, fire, earthquakes, floods, and other force majeure events that may result in injury or loss of life, significant property damage, equipment destruction, or environmental harm. Our insurance coverage includes the New India Bharat Sookshma Udyam Suraksha Policy, Burglary (Floater) Insurance, New India Bharat Flexi Laghu Udyam Suraksha, Vehicle Insurance, Digit Private Car Stand-alone Own Damage Policy, Group Medicare, Marine Cargo Insurance Policy – Commercial (Marine Cargo Open Policy), Shipment Comprehensive Risk Policy and other general policies relevant to our business operations. We believe that our current level of insurance coverage is adequate and consistent with industry standards. Historically, we have not experienced any losses exceeding our policy limits. However, we may not be able to obtain insurance coverage in the future for all risks associated with our business, or such coverage, if available may be offered at rates that are not commercially reasonable. For further details, please refer to the section titled “**Risk Factors**” on page 18 of this Prospectus. It is important to note that our insurance coverage may not fully protect us against all material hazards, which could adversely affect our business, results of operations, and financial condition.

- i. **Losses vis-à-vis Insurance Cover (Last Three Financial Years):** During the last three financial years March 31, 2026, March 31, 2025 and March 31, 2024 has been no such instances of loss requiring an insurance claim.
- ii. **Claims Exceeding Insurance Cover:** There has been no insurance claims exceeding the insurance coverage limits were filed for the years ended March 31, 2026, March 31, 2025, and March 31, 2024. Accordingly, the insurance coverage availed by the Company has been adequate and commensurate with the risks associated with its business operations.

Insurance coverage as a percentage of the tangible assets and inventory of the Company as at the end of Fiscals 2026, 2025, and 2024 as follows:

Tangible Assets: -

(₹ in lakhs)

Particular	FY 2025-26	FY 2024-25	FY 2023-24
Tangible Assets (Excluding land)	1,369.27	1,504.54	1,481.12
Total book value of assets on which insurance has been taken	1,369.27	1,494.78	1,468.85
Insurance Coverage	2,380.67	1,630.14	1,538.10
% of Insurance Coverage	173.86%	109.06%	104.71%

% of Insurance Coverage has been calculated with regard to Insured assets only

Inventory: -

(₹ in lakhs)

Particular	FY 2025-26	FY 2024-25	FY 2023-24
Inventory as per Restated Financials	2,413.56	2,953.59	1,487.24
Insurance Coverage	4,000.00	4,000.00	1,500.00
% of Insurance Coverage	165.73%	135.43%	100.86%

COMPETITION:

We face competition from apparel manufacturers across the globe. Countries such as Mexico and Turkey benefit from geographic proximity to our primary markets in the US, UK, and EU, enabling shorter lead times and faster delivery cycles. We also operate in a landscape that includes cost-driven manufacturers from China, Pakistan, Bangladesh, Sri Lanka, and Vietnam, where low labour costs remain a competitive lever. Within India, we compete with several apparel exporters targeting international markets, including established players such as Gokaldas Exports Limited and S P Apparels Limited.

However, we do not primarily compete in the commodity garment segment. Our focus is on technically complex, high-specification garments that demand paramount manufacturing knowledge, precise construction capabilities, and stringent quality standards areas where decades of institutional expertise create a meaningful and difficult-to-replicate advantage. The nature of our product portfolio which includes seam-sealed weatherproof outerwear, high visibility garments, performance apparel, and garments built to exacting government and military-grade standards requires a depth of process knowledge, skilled craftsmanship, and supply chain precision that newer or volume-oriented manufacturers are not positioned to offer.

Our years of continuous experience in garment manufacturing, combined with long-standing relationships with discerning institutional and brand clients globally, reinforces our position in a market segment where trust, reliability, and proven capability matter as much as price. We believe this combination of sophistication, large-scale capacity, and a demonstrated track record of consistent quality gives us a strong competitive standing in the higher-value end of the global apparel manufacturing market.

QUALITY CONTROL:

We are an ISO 9001:2015 for Quality Management Systems, ISO 14001:2015 for Environmental Management Systems, ISO 45001:2018 for occupational Health & Safety, ISO 14064-1:2018 for Greenhouse gas emissions quantification and reporting. We are in compliance with the following requirements:

- Compliance with laws and workplace regulations
- Prohibition of Forced Labor
- Prohibition of Child Labor
- Prohibition of Harassment or Abuse
- Compensation and Benefits
- Hours of Work
- Prohibition of Discrimination
- Health & Safety

Other quality Control management systems and quality improvement systems are already in operation in factory. A dedicated in-house management team overlooks the implementation and adherence to quality control and management measures across the organization through effective utilization of IT enabled platforms which help in monitoring the same.

INFORMATION TECHNOLOGY:

The Information Technology used by the Company for conducting its operations as follows:

S. No.	Name of Software	Usage
1.	Visual Gems Financial Accounting	Standard accounting and GST compliant taxation software.
2.	Richpeace Garment CAD CAM software	Making digital patterns.
3.	Richpeace Lay marker software	Making the mini markers which decide how fabric panels need to be placed for cutting on the fabrics.

S. No.	Name of Software	Usage
4.	Yespee Payroll Software	Payroll, personnel management and attendance at the factory.
5.	Spine HRMS	Payroll, personnel management and attendance at the office.
6.	Visual Gems Garment ERP	Creating job orders, creating purchase orders necessary for all purchases.
7.	Order mate ERP	Tracking production status of job orders and maintaining stocks at the factory stores

PROPERTY: -

INTELLECTUAL PROPERTY:

As of the date of this Red Hearing Prospectus, we have filed an application with the Registrar of Trademarks to register our corporate

logo  and word trademark “QUALIANCE” which are at “Ready for Examination” stage for further information, see “**Government and other approvals – Intellectual property related approvals**” on page 217 of this Prospectus. Also, see “**Risk factors - Our Company’s logo and word trademark is not registered as on Prospectus. We may be unable to protect our intellectual property against third party infringement or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, result of operations, and financial conditions**”

IMMOVABLE PROPERTIES

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

S. No.	Type of Property	Address	Owned/ Rented	Description	Area (Sq. Meter)
1.	Registered Office	406, 4 th Floor, B wing, Knox Plaza, Malad, Mumbai	Owned	This Sale agreement executed on December 28, 2007 between M/s Arihant Enterprises as “Vendor” and Qualiance International Private Limited through its authorized Director Vipul Badani as “Vendee”	49.30
2.	Corporate Office	B/206, 2 nd Floor, Knox Plaza, Chincholi Bunder Road, Malad (West), Mumbai – 400 064	Owned	This Sale agreement executed on October 29, 2013 between Varsha S. Pendharkar & Siddharth S. Pendharkar as “Vendors” and Qualiance International Private Limited through its authorized Director Vipul Badani as “Vendee”	49.30
3.	Corporate Office	405, 4 th Floor, B wing, Knox Plaza, Malad, Mumbai	Owned	This Sale agreement executed on December 28, 2007 between M/s Arihant Enterprises as “Vendor” and Qualiance International Private Limited through its authorized Director Vipul Badani as “Vendee”	37.75
4.	Corporate Office	407, 4 th Floor, B wing, Knox Plaza, Malad, Mumbai	Owned	This Sale agreement executed on December 28, 2007 between M/s Arihant Enterprises as “Vendor” and Qualiance International Private Limited through its authorized Director Vipul Badani as “Vendee”	44.80
5.	Manufacturing Facility	5/491-R, Lakshmi Nagar, Angeripalayam road, Vengamedu, Tiruppur, Tamil Nadu – 641 603	Owned	This Sale deed executed on November 21, 2013 between K.M.S. Namadevan, & R. Thatchinamoorthy as “Vendors” and Qualiance International Private Limited through its Authorized Director Vipul Badani as “Vendee”	total built up area of over 45,000 square feet over a land area of a 1,046.31 square meters
6.	Warehouse as well as shop premises	Commercial building situated at SF NO.220/1, D. No. 5/490 J 1 Lakshmi Nagar, Vengamedu,	Rented	Sub-Lease agreement executed on January 09, 2026 between Poshknit Tex Private Limited (Represented by its director Vedanth Agarwal) and	557

S. No.	Type of Property	Address	Owned/ Rented	Description	Area (Sq. Meter)
		Chettipalayam Road, Tiruppur - 641603		Qualiance International Limited (represented by its Director Bhoomin Rajesh Badani) for a period of eleven (11) months, commencing from January 09, 2026	
7.	Vacant Land (not in use)	Tiruppur Registration District, Tiruppur Joint 1 Sub Registration District, Tiruppur North Taluk, in Chettipalayam village in S.F. No. 220 (Site No. 38)	Owned	This Sale deed executed on December 4, 2024 between N. Palanisamy as “Vendor” and Qualiance International Private Limited through its Director Vipul Badani as “Vendee”	222.97
8.	Vacant Land (not in use)	Tiruppur Registration District, Tiruppur Joint I Sub Registration District, Tiruppur Taluk, 11, Chettipalayam village Government Survey No. 220 (Site No. 39)	Owned	This Sale deed executed on February 5, 2007 between Smt. R. Santhamani as “Vendor” and Qualiance International Private Limited through its Director Vipul Badani as “Vendee”	250.84
9.	Vacant Land – new manufacturing facility proposed on industrial land	Tiruppur Registration District, Avinashi Sub Registration District, in Tiruppur North Taluk, Pongupalayam village, Patta No. 3898 in old S.F. No. 55/1, New sub division S.F.No. 55/1E2	Owned	This Sale deed executed on January 20, 2026 between Balamani, Sri Varshini and Sri Dharshini as “Vendors” and Qualiance International Limited through its Director Bhoomin Rajesh Badani as “Vendee”	5,706.07

KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company are under no obligation to update the same.

A. INDUSTRY RELATED LAWS AND REGULATIONS

The National Textile Policy, 2024 (the “NTP”)

The NTP 2024 unveiled by Government is a strategic initiative aimed at revitalizing India's textile sector and positioning it as a global leader. This policy seeks to enhance the growth of the industry by focusing on innovation, sustainability, and employment generation. It includes several financial support mechanisms for businesses, which consist of capital subsidies between 10 per cent and 35 per cent of eligible fixed capital investments, capped at ₹ 1 billion based on taluka and activity. The key goals include increasing production, improving export performance, and fostering skill development across various segments of the textile value chain. The policy emphasizes the integration of technology to modernize manufacturing processes, promoting the use of sustainable practices to reduce environmental impact, and boosting the domestic market. It also aims to attract investments, especially in the textile parks and infrastructure, thereby providing a conducive environment for businesses to thrive. Furthermore, the policy strives to improve the global competitiveness of Indian textiles, create more job opportunities, and reduce dependency on imports of raw materials. By setting specific targets and providing incentives, it envisions a transformative growth trajectory for India's textile industry over the next decade.

The Textiles Committee Act, 1963 (the “Textile Act”)

The Textile Committee Act, 1963 (the “Textile Act”) was enacted in 1963 to provide for the establishment of a committee for ensuring the quality of textiles and textile machinery and for matters connected therewith. The Textile Act prescribes for establishment of a textile committee (hereinafter referred to as the “Textile Committee”) with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardization of the type of textile machinery used for manufacture. In addition to the general objection as mentioned above, the function of the Textile Committee inter alia include, to undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery, promotion of export of textile and textile machinery, establishing or adopting or recognising standard specifications for textile and packing materials used in the packing of textiles or textile machinery for purpose of export and internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials, specify the type of quality control or inspection which will be applied to textile or textile machinery, provide for training in the techniques of quality control to be applied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery and packing material used in the packing of textile and textile machinery, establishing laboratories and text houses for testing of textiles and data collection and such other matters related to the textile industry.

Textile Development and Regulation Order, 2001 (“Textile Order”)

The Central Government in exercise of the powers conferred upon it under section 3 of the Essential Commodities Act, 1955 and in supersession of the Textile (Development and Regulation) Order, 1993 brought in force the Textile Order. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles is required to maintain books of accounts, data and other records relating to the business in the matter of production, processing, import, export, supply, distribution, sale, consumption etc. and shall furnish such returns or information in respect to the business as and when required by the Textile Commissioner. The Textile Order confers upon the Textile Commissioner powers to issue directions by notification with the prior approval of Central Government to any manufacturer regarding the specification or class of textiles which shall not be manufactured, dyes and chemicals which shall not be used in the manufacture of textile, maximum and minimum quantity of textiles which shall be manufactured, maximum ex-factory or wholesale or retail price at which textiles shall be sold, markings to be made on textiles by manufacturers and the time and manner of such markings and direct the officer in charge of any laboratory to carry out or cause to be carried out such tests relating to any textiles as may be specified by the Textile Commissioner.

Amended Technology Up-Gradation Fund Scheme (“ATUFS”)

Ministry of Textiles, Government of India has notified ATUFS vide resolution dated January 13, 2016. In accordance with the said regulation the guidelines of ATUFS i.e. financial and operational parameters and implementation of ATUFS during its implementation period from January 13, 2016 to March 31, 2022 has been provided under the revised resolution dated August 2, 2018. In order to promote ease of doing business, promote make in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (CIS) under the ATUFS. The scheme would facilitate augmenting of investment,

productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as companies which have acknowledgement of Industrial Entrepreneur Memorandum (IEM) with DIPP except MSMEs units which will be as per Ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy under the scheme. The maximum subsidy for overall investment by an individual entity under ATUFS will be restricted to upper limit of rupees thirty crores.

Export Promotion Capital Goods Scheme (“EPCG Scheme”)

The EPCG Scheme aims to facilitate import of capital goods for producing quality goods and services to enhance India’s export competitiveness. The EPCG Scheme covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers. The EPCG Scheme also covers a service provider who is designated/certified as a Common Service Provider (“CSP”) by the Directorate General of Foreign Trade. The EPCG Scheme allows import of capital goods for pre-production, production, and post-production at zero customs duty. However, in respect of EPCG licenses with a duty saved of ₹ 1,000 million or more, the same export obligation shall be required to be fulfilled over a period of 12 years. Further, exporters availing the scheme must export goods equivalent to six times of duties, taxes and cess saved on the capital goods procured under the authorization, to be fulfilled within six years of reckoned from the date of issue of authorization.

The Legal Metrology Act, 2009 (“Legal Metrology Act”)

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The Legal Metrology Act, *inter alia*, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

The Food Safety and Standards Act, 2006 (“FSS Act”)

The FSS Act consolidates laws relating to food and establishes the Food Safety and Standards Authority of India (“FSSAI”), lays down science-based standards for food articles and regulates their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also include specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. The FSS Act also sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers. The FSS Act also lays out procedure for adjudication by the Food Safety Appellate Tribunal. Further, the Food Safety and Standards Rules, 2011 (“FSS Rules”) lay down detailed standards for various food products, which include, among others, specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. For enforcement under the FSS Act, the ‘commissioner of food safety’, ‘food safety officer’, and ‘food analyst’ have been granted detailed powers of seizure, sampling, taking extracts, and analysis under the FSS Rules. The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017;
- Food Safety and Standards (Organic Food) Regulation, 2017;
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Packaging) Regulations, 2018;
- Food Safety and Standards (Labelling and Display) Regulations, 2020; and
- Food Safety and Standards (Vegan Foods) Regulations, 2022.

The Tamil Nadu Factories Rules, 1950

The Tamil Nadu Factories Rules, 1950, govern the operation of factories in the state of Tamil Nadu, India. These rules provide comprehensive guidelines for the establishment, maintenance, and management of factories, focusing on aspects such as health, safety, welfare, working conditions, and employment of workers. The rules cover a wide range of issues, including the licensing of factories, hours of work, hygiene, ventilation, safety measures, and the handling of hazardous substances. Adherence to these rules is essential for ensuring the wellbeing of workers and maintaining a safe and productive industrial environment in Tamil Nadu.

The Electricity Act, 2003

The Electricity Act, 2003, is a crucial piece of legislation in India that aims to bring together all the laws related to the generation, transmission, distribution, trading, and use of electricity. This act is designed to promote competition in the electricity sector by introducing measures like open access to transmission networks and establishing a regulatory framework. It also focuses on protecting consumer interests by guaranteeing reliable electricity supply and fair pricing. The act includes special provisions for rural electrification, addressing the need for improved access to electricity in less developed regions. The Electricity Act, 2003, establishes the Central Electricity Regulatory Commission (CERC) and State Electricity Regulatory Commissions (SERCs) to effectively oversee and regulate the sector. Furthermore, it introduces the concept of power trading, allowing for the buying and selling of electricity, which enhances market efficiency. In conclusion, the Electricity Act, 2003, serves as a comprehensive framework to modernize the electricity sector in India, ensuring sustainable development and improved service delivery.

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”)

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated 01st June, 2020 revising definition and criterion and the same came into effect from 01st July, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

Sale of Goods Act, 1930 (“Sale of Goods Act”)

The Sale of Goods Act, 1930 (“SOGA”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. SOGA contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

Shops and Establishments Legislations

Establishments are required to be registered under the provisions of local shops and establishments legislations applicable in the states where such establishments are set up. Such legislations regulate the working and employment conditions of workers employed in such shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Shops and establishments have to be registered under the shops and establishments legislations of the respective states where they are located.

Maharashtra Shops and Establishments Act, 2017

As per the provisions of Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 as applicable in the State of Maharashtra, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Tamil Nadu Shops and Commercial Establishments Act, 1958

The Company has been registered under the Tamil Nadu Shops and Commercial Establishment Act, 1958. The Tamil Nadu Shops and Establishment Act, 1958 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

B. INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999 (the “Trademarks Act”)

The Trademarks 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 trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the trademark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act. The Trademarks 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 Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act, 1970 (“Patents Act”)

The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent.

The Copyright Act, 1957

The Copyright Act, 1957, along with the Copyright Rules, 2013 (“**Copyright Laws**”) governs copyright protection in India. A registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

C. FOREIGN EXCHANGE LAWS

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent 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 warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent 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, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEMA Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020 issued by the DPIIT, all investments 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, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it

in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade Act empowered the Central Government to make provisions for the development and regulation of foreign trade by way of facilitating imports into as well as augmenting exports from the country and in all other matters related to foreign trade. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. It is authorised to periodically formulate the Indian Foreign Trade Policy, 2023 (“Foreign Trade Policy”) and amend it thereafter whenever it deems fit. All exports and imports are required to be in compliance with this policy. The Foreign Trade Policy provides for certain schemes for the promotion of export of finished goods and import of inputs. The Foreign Trade Act, read with the Foreign Trade Policy, also provides that no person or company can make exports or imports without having obtained an importer exporter code (IEC) number unless such person or company is specifically exempted. The IEC shall be valid until it is cancelled by the issuing authority

Laws related to Overseas Direct Investment

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI have vide notification no. RBI/2022- 2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

D. EMPLOYMENT RELATED LAWS

The Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of this code mainly in relation to the constitution of the advisory board.

The Industrial Relations Code, 2020 (the “IR Code”)

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on September 28, 2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining “worker” and “employee” broadly to cover a wider segment of the workforce and prohibiting unfair labour practices.

The Code on Social Security, 2020

The Social Security Code is a central legislation enacted to modernise and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organised, unorganised, gig and platform sectors across India; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the

Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganised workers, gig workers and platform workers, and establishes or continues social security organisations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganised workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled recordkeeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers. The Social Security Code and the rules and schemes framed thereunder, provides for to registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganised, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

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 Gratuity Act, 1972

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A thereafter whenever there is any change it the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹ 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

Maharashtra Labour Welfare Fund Act, 1953

The Government of Maharashtra has enacted the Labour Welfare Fund Act for providing welfare benefits to the labourers employed in establishments/factories situated in Maharashtra. It extends to the whole state of Maharashtra. The Maharashtra Labour Fund Act, 1953 is read with Maharashtra Labour Welfare Fund Rules, 1953. The rates of contribution vary according to the category of the labourers, as it depends on the wages earned by the labourers. The Maharashtra Labour Fund is applicable to all the companies in the state that has 5 or more persons employed. The state government constitute the labour Welfare Fund; the fund consists of the following: (a) Fines from employees; (b) Unpaid Accumulations; (c) Penal interest; (d) Voluntary detins; (e) Contributions made by employer-employee; (f) Any interest accrued on unpaid accumulations or fines realised from employees; and (g) Loan, grant in subsidy. Moreover, the employer is required to submit a statement which states all the particulars related to the contribution made.

The Tamil Nadu Labour Welfare Fund Act, 1972

The Tamil Nadu Labour Welfare Fund Act, 1972 is a state law that provides for the constitution of a Labour Welfare Fund to promote the welfare of labour in Tamil Nadu. It extends to the whole State and applies to establishments/employers employing five or more persons, covering most employees other than specified excluded categories such as certain managerial or high-wage positions. The Act establishes the Tamil Nadu Labour Welfare Board as a statutory body responsible for administration of the Fund and for implementing welfare schemes for workers and their families. Employers and employees in covered establishments are required to contribute annually to the Fund, with the contribution rates and procedures prescribed in the Act and the Tamil Nadu Labour Welfare Fund Rules, 1973. Contributions are utilised to finance social and welfare measures such as education, health and other facilities for employees in the State. ***Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979***

The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 (the “Migrant Workmen Act”) is applicable to an establishment, which employs five or more Inter-State migrant workmen through an intermediary (who has recruited workmen from one State for employment in an establishment situated in another State). The Inter-State migrant workmen, in an establishment to which the Migrant Workmen Act becomes applicable, are required to be provided with certain facilities such as housing, medical aid, travel expenses etc.

The Occupational Safety, Health and Working Conditions Code, 2020 (the “OSHWC Code”)

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting. The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

E. ENVIRONMENTAL LEGISLATIONS

National Environmental Policy, 2006

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

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

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

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

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

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”), as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 (“Amendment Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

The Noise Pollution (Regulation and Control) Rules, 2000

These Noise Pollution (Regulation and Control) Rules, 2000 (“Noise Pollution Rules”) were constituted to regulate and control noise producing and generating sources with the objective of maintaining the ambient air quality standards in respect of noise and were considered necessary as increasing ambient noise levels in public places from various sources, inter-alia, industrial activity, construction activity, (fire crackers, sound producing instruments), generator sets, loud speakers, public address systems, music systems, vehicular horns and other mechanical devices have deleterious effects on human health and psychological well-being of the people. The Noise Pollution Rules provide ambient air quality criteria with respect of noise for different areas/zones. The Noise Pollution Rules further provide powers to the authority to enforce the noise control measures in the areas/zones. The Noise Pollution Rules provide modes of making complaints to the authority in case noise levels exceed the ambient noise standards along with penalties and liabilities on account of violations in the silence zones/areas.

ENVIRONMENT PROTECTION ACT, 1986

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Environment (Protection) Rules, 1986

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

F. TAX RELATED LEGISLATIONS

The Income-tax Act, 1961 (“IT Act, 1961”) read with the Income-tax Act, 2025 (“IT Act, 2025”) and the Income tax Rules, 1962 (“IT Rules”)

The IT Act, 1961, is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the IT Act, 1961, or IT Rules made thereunder depending upon its “residential status” and “type of income” involved. The IT Act, 1961, provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act, 1961, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, and minimum alternative tax and other applicable provisions. Every such company is also required to file its returns by September 30 of each assessment year. Further, the IT Act, 2025, received the assent of the President of India on August 21, 2025, and is scheduled to come into force on April 1, 2026. The IT Act, 2025, comprising 536 sections and 16 schedules, repeals and replaces the IT Act, 1961, while retaining the broad framework and underlying principles of the existing income-tax law. The IT Act, 2025, introduces targeted revisions, including a precise definition of “business connection”, a refined scope of the term “associated enterprise”, and an expansion of the powers of the Central Board of Direct Taxes to cover inspections of virtual digital spaces during search and seizure operations. A significant change introduced under the IT Act, 2025, is the discontinuance of the use of the terms “previous year” and “assessment year,” which often created confusion for taxpayers as they referred to different financial years. These terms have been replaced with a unified concept of “tax year” to simplify interpretation and compliance. While the IT Act, 2025, provides

for such structural and procedural amendments to align the law with evolving business practices and technological developments, it does not introduce any significant changes to tax policy or applicable tax rates.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

Goods and Services Tax Act, 2017

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

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

State Tax On Profession, Trades, Callings And Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

The Maharashtra Professional Tax Act, 1975 regulates the levy of professional tax on individuals engaged in professions, trades, employments, and businesses in Maharashtra. Employers are responsible for deducting the tax from salaries and remitting it, while self-employed individuals must register and pay directly. The tax is based on income slabs, with a maximum annual limit of ₹2,500. Returns and payments must be made monthly or annually as applicable. Non-compliance results in penalties and interest. Certain groups, such as senior citizens and individuals with disabilities, are exempt. The Act generates state revenue and is administered by the Profession Tax Officer.

The Tamil Nadu Tax on Professions, Trades, Callings and Employments Act, 1992

The Tamil Nadu Tax on Professions, Trades, Callings and Employments Act, 1992 (Tamil Nadu Act 24 of 1992) is a State legislation which consolidates and provides for the levy and collection of a tax on professions, trades, callings and employments in Tamil Nadu. The Act defines “person” broadly to include individuals engaged in any profession, trade, calling or employment, as well as HUFs, firms, companies, corporations, societies and other bodies so engaged, subject to specified exclusions. It authorises every local authority (such as municipal corporations, municipalities and panchayats) to levy and collect this tax within its jurisdiction, based on income slabs and rates set out in the Schedule. Official and explanatory materials describe this levy as “professional tax” payable by individuals and entities engaged in such activities in Tamil Nadu. Although the original 1992 Act structure has undergone

changes, local-body-level professional tax on professions, trades, callings and employments continues to be imposed under the State framework.

G. GENERAL CORPORATE AND OTHER ALLIED LAWS

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 years, or with fine which may extend to twice the amount of the cheque, or with both.

The Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made there under the Companies Act primarily regulates the formation, financing, functioning, and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance, and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Competition Act, 2002

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

Consumer Protection Act, 2019 and the rules made thereunder

The Consumer Protection Act (“**CPA**”) provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The CPA introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers executive agency to provide relief to a class of consumers. The CPA brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online marketplace or online auction sites. The CPA also provides for mediation cells for early settlement of the disputes between the parties.

SEBI Regulations

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market, and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated

by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 (“**SR Act**”) 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 SR 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.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (“**Stamp Act**”), as amended, stamp duty is payable on instruments that evidence the transfer, creation, or extinguishment of any right, title, or interest in immovable property. Stamp duty must be paid on all such instruments at the rates prescribed in the schedules to the Stamp Act. The applicable rates vary from state to state. An instrument that is not duly stamped is inadmissible as evidence before a civil court, arbitrator, or any other authority empowered to receive evidence.

The Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (“**TP Act**”) as amended, establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingencies and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

The Registration Act, 1908

The Registration Act, 1908, as amended, has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act, 1908 is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company:

Our Company was originally formed as a partnership firm under the provisions of the Indian Partnership Act, 1932 in the name and style of “M/s. Qualiance Exports” pursuant to a deed of partnership entered between Vipul Badani, Krupa Rajesh Badani at Mumbai, Maharashtra with effect from October 05, 1994, and was registered with the Registrar of Firms vide Registration number BA/60949. Subsequently, the partnership firm was converted into a private limited under the provisions of the Part IX of Companies Act, 1956, and a fresh certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Mumbai, Maharashtra, in the name of “Qualiance International Private Limited” bearing Corporate Identification Number: U17299MH2006PTC164026. Thereafter, our Company was converted from a private limited company to a public limited company vide special resolution passed by the shareholders at the extraordinary general meeting held on November 29, 2025 and consequently, the name was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion to public company dated December 09, 2025 was issued by the Registrar of Companies, Central Processing Centre bearing CIN: U17299MH2006PLC164026.

Vipul Badani, Krupa Rajesh Badani, Rajesh Jagmohandas Badani, Pratiskha Vipul Badani, Bhoomin R Badani, Vipul J. Badani HUF and Rajesh J. Badani HUF were the initial subscribers to the Memorandum of Association of our Company.

The details in this regard have been disclosed in the chapter titled “**Capital Structure**” beginning on page 58 of this Prospectus.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the sections titled “**Our Business**”, “**Industry Overview**”, “**Our Management**”, “**Restated Financial Statements**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 100, 87, 132, 149 and 202 respectively of this Prospectus.

Our Locations:

Registered Office	406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Mal, ad West, Mumbai, Maharashtra, India – 400 064.
Corporate Office	405 - B Wing, Knox Plaza, Mindspace, Malad West, Mumbai – 400 064, India.
	407 - B Wing, Knox Plaza, Mindspace, Malad West, Mumbai – 400 064, India.
	206- B Wing, Knox Plaza, Mindspace, Malad West, Mumbai – 400 064, India.
Factory	D. No: 5/491-R, Lakshmi Nagar, Vengamedu, Angeripalayam Road, Tiruppur – 641 603, Tamil Nadu, India.
Warehouse	SF NO.220/1, D. No. 5/490 J 1 Lakshmi Nagar, Vengamedu, Chettipalayam Road, Tiruppur – 641 603. (Poshknit).

Changes in Registered Office of the Company since Incorporation:

Except as mentioned below, there has not been any change in our Registered Office since incorporation till the date of this Prospectus:

Effective Date	From	To	Reason for Change
Upon Incorporation	14/7, Shivaji Nagar, Dr. Annie Besant Road, Opp Glaxo Lab, Worli, Mumbai – 400 025, Greater Bombay, Maharashtra.		-
November 02, 2009	14/7, Shivaji Nagar, Dr. Annie Besant Road, Opp Glaxo Lab, Worli, Mumbai – 400 025, Greater Bombay, Maharashtra.	406 - B Wing, Knox Plaza, Next to Tangent Showroom, Mindspace, Malad West, Mumbai – 400 064, Maharashtra	For Administrative Convenience

Main Objects of Memorandum of Association:

The main objects of our Company, as contained in our Clause III (A) of the Memorandum of Association of our Company, are as follows:

1. To carry on the business of export, import, trade, deal, manufacture of garments, man-made fabrics, readymade cloths, grey, cotton silk, art-silk fabrics, handloom cottons, cloth made-ups, hosiery and allied accessories, apparel and textile consumable including but not restricted to made-ups like bed sheets, pillow covers, caps, bags, knit-wears and to get engaged in incidental business relating to apparel and textiles industry.

Amendments to the Memorandum of Association:

Except as stated below, there has been no change in the Memorandum of Association of our Company in last 10 years from the date of this Prospectus:

Date of Meeting	Type of Meeting	Amendments
February 06, 2024	EGM	Clause V of the Memorandum of Association was amended to reflect an increase in the authorized share capital of the company from ₹150.00 Lakh divided into 15,00,000 Equity Shares of ₹10/- each to ₹990.00 Lakhs divided into 99,00,000 Equity Shares of ₹10/- each.
October 22, 2025	EGM	Clause V of the Memorandum of Association was amended to reflect an increase in the authorized share capital of the company from ₹990.00 Lakh divided into 99,00,000 Equity Shares of ₹10/- each to ₹2000.00 Lakhs divided into 2,00,00,000 Equity Shares of ₹10/- each.
		Adoption of new set of Memorandum of Association in accordance with applicable provisions of the Companies Act, 2013.
November 29, 2025	EGM	Conversion of our Company from a Private Limited to a Public Limited Company. Consequently, the name of the Company was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion of the Company to Public Limited dated December 09, 2025, was issued by the Registrar of Companies, Central Processing Centre, bearing Corporate Identification Number U17299MH2006PLC164026.

Adoption of a new set of Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association in accordance with the applicable provisions of the Companies Act 2013, at the Extra-Ordinary General Meeting of the Company held on January 02, 2026.

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 / Milestones / Achievements
1994	Formation of M/s Qualiance Exports as a partnership firm under the provisions of Indian Partnership Act, 1932 pursuant to a deed of partnership entered between Vipul Badani, Krupa Rajesh Badani at Mumbai, Maharashtra with effect from October 05, 1994.
2006	Conversion of Company as “Qualiance International Private Limited” under the Companies Act, 1956
2017	Commencement of our factory in Tiruppur, Tamil Nadu
2021	Crossed Turnover of ₹ 25 Crore
2025	Crossed Turnover of ₹ 50 Crore
2025	Conversion of the Company from Private Limited to Public Limited Company
2026	Crossed Turnover of ₹ 75 Crore

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 to the section titled “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” and “**Basis for Issue Price**” on page 100, 202 and 77 respectively of this 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 132 and 58 of the Prospectus, respectively.

Capital Raising (Debt/ Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled “**Capital Structure**” beginning on page 58 of the Prospectus. For a description of our Company’s debt facilities, see “**Statement of Financial Indebtedness**” on page 199 of the Prospectus.

Lock-out or strikes:

There have been no lock-outs or strikes in our Company since its inception.

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

Except as disclosed in this Prospectus, there has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

Our Holding Company:

As on the date of this Prospectus, our Company has no Holding Company.

Our Subsidiary:

As on the date of this Prospectus, our Company has no Subsidiary Company.

Our Associates Company Joint Ventures:

As on the date of this Prospectus, our Company does not have any associate company or joint venture.

Details regarding Acquisition of Business/ Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.:

Except as disclosed in this Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamations or revaluations of assets in the last 10 years preceding the date of this Prospectus.

Revaluation of assets in the last 10 years

Except as disclosed below, our company has not revalued its assets in last 10 years:

(in ₹ lakhs)		
Particular	Date of Revaluation	Amount
Revaluation of Building, Freehold Land and Office Premises	March 29 th 2023 and March 31 st 2023	698.84
Revaluation of Building, Freehold Land and Office Premises	February 28 th 2024 and March 4 th 2024	482.23

Injunction or Restraining Order:

Except as disclosed in the section titled **“Outstanding Litigation and Material Developments”** beginning on page 212 of this Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

Capacity/ Facility Creation, Location of Plants

For details pertaining to capacity / facility creation, location of plant refers section **“Our Business”** on page 100 of this Prospectus.

Details of launch of key products, entry in new geographies or exit from existing markets

For details pertaining to launch of key products, entry in new geographies or exit from existing markets, please refer chapter titled **“Our Business”** on page 100 of this Prospectus.

Number of shareholders of our Company:

Our Company has 7 (Seven) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled **“Capital Structure”** beginning on page 58 of this Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled **“Our Management”** on page 132 of this Prospectus.

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

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

Details of agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 As on the date of this Prospectus, there are no agreements entered into by our Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, Senior Management or employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company, other than in our ordinary course of business, or impose any restriction or create

any liability upon the Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

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 this Prospectus.

Collaboration Agreements:

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

Material Agreement:

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

Strategic or Financial Partners:

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

Time and Cost Overruns in Setting up Projects:

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

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:

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

Other Agreements:

i. Non-Compete Agreement:

Our Company has entered into a Non-Compete Agreement dated March 13, 2026, with its group company, namely Silvertraq International Private Limited. Under this agreement, each entity has identified its respective areas of business operations and has agreed not to compete with the other in their respective business domains.

ii. Joint Venture Agreement:

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

OUR MANAGEMENT

Board of Directors:

As on the date of this Prospectus, our Board comprises five Directors, including two Executive Directors, one Non-Executive Director and two Independent Directors, three of whom are Women Directors.

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

Name, Designation, Age, Date of Birth, Address, Occupation, Qualification, Current Term, Date of Appointment, DIN	Other Directorships
Vipul Badani Designation: Managing Director & Chairman Age: 61 years Date of Birth: March 10, 1965 Address: 803/804, Orion, A-Wing, Vasant Galaxy CHS, M.G. Road, Goregaon West, Near Bangur Nagar, Mumbai, Maharashtra - 400 090 Experience: over 30 Years Occupation: Business Qualification: Diploma in Knitting Technology Current Term: Designated as Chairman and Managing Director of the Company for a period of 3 years, w.e.f January 02, 2026 and shall not be liable to retire by rotation. Period of Directorship: Since incorporation DIN: 00773202	NIL
Bhomin R Badani Designation: Whole-Time Director & Chief Executive Officer Age: 40 years Date of Birth: November 15, 1985 Address: 803/804, Orion, A-Wing, Vasant Galaxy CHS, M.G. Road, Goregaon West, Near Bangur Nagar, Mumbai, Maharashtra - 400 090 Experience: 15 Years Occupation: Business Qualification: Bachelor of Laws (LLB) and Bachelor of Management Studies (B.M.S) Current Term: Whole Time Director for a period of 3 Years w.e.f. January 02, 2026 Period of Directorship: Since January 02, 2026 DIN: 02416983	Companies: 1. Knox Agro Private Limited
Krupa Rajesh Badani Designation: Non-Executive Director Age: 67 Years Date of Birth: November 29, 1958 Address: 803/804, Orion CHS. Ltd., Vasant Galaxy, M.G. Road, Cross Link Road, Near Bangur Nagar, Goregaon (West), VTC: Motilal Nagar, PO: Motilal Nagar, Mumbai, Maharashtra - 400 090 Experience: 29 Years Occupation: Business Qualification: Secondary Current Term: Appointed as Non-Executive Director w.e.f. March 01, 2026, liable to retire by rotation. Period of Directorship: Re-appointed as a Non-Executive Director with effect from March 2, 2026. DIN: 00186785	Nil
Dharini Jatania Designation: Independent Director Age: 43 years Date of Birth: August 14, 1982	NIL

Name, Designation, Age, Date of Birth, Address, Occupation, Qualification, Current Term, Date of Appointment, DIN	Other Directorships
Address: Building No 16, Mount Blanc B Wing Flat No 103, Tilak Nagar, Chembur West, Opp. Saibaba Mandir, Chembur West, VTC, Mumbai, PO: Tilak Nagar, District: Mumbai Suburban, Mumbai, Maharashtra - 400 089 Experience: 14 years Occupation: Business Qualification: Master of Science (Chemistry) Current Term: Appointed as an Independent Director for a period of 5 years, w.e.f. January 02, 2026 Period of Directorship: Since January 02, 2026 DIN: 11396552	
Kadambari R Mehta Designation: Independent Director Age: 40 years Date of Birth: September 09, 1985 Address: 601 Hari Bhuvan Building, Tejpal Lane, August Kranti, Maidan, Gamdevi, Mumbai, Maharashtra – 400 007 Experience: 14 years Occupation: Business Qualification: PG Diploma in Advertising & Public Relations Current Term: Appointed as an Independent Director for a period of 5 years, w.e.f. January 02, 2026. Period of Directorship: Since January 02, 2026 DIN: 11396577	NIL

Brief Profile of Directors:

1. **Vipul Badani**, aged 61 years, is the Chairman & Managing Director and Promoter of our Company. He has been associated with the Board since the incorporation of the Company. He holds a Diploma in Knitting Technology (1984) from the Maharashtra State Board of Technical Education and has over 30 years of experience in the apparel export industry, including 20 years in the company. He started an apparel business in partnership in 1994 and in 2006 he became one of the first directors of Qualiance International Private Limited. He currently oversees the overall management and strategic direction of the Company's operations expertise spans quality management, production planning, international trade, and strategic business operations. Over the years, he has demonstrated a strong track record in establishing and leading apparel export businesses, managing end-to-end operations ranging from quality control and production oversight to building and maintaining global client relationships.
2. **Bhoomin R Badani**, aged 40 years, is the Promoter, Whole Time Director & Chief Executive Officer of our Company. He holds a Bachelor of Management Studies (B.M.S.) from Lala Lajpatrai College, University of Mumbai (2006) and a Bachelor of Laws (LL.B.) from the University of Mumbai (2013). He has over 15 years of experience in business development, legal practice, FMCG and global apparel manufacturing. After his graduation in 2006, he is associated with our Company since 2007. He also serves as a Director on the board of Knox Agro Private Limited since 2010 and was appointed as a Director of Qualiance International Limited in 2025. In his current role, he is responsible for driving the Company's strategic growth, overseeing business operations, and managing overall business development initiatives.
3. **Krupa Rajesh Badani**, aged 67 years, is the Promoter and Non-Executive Director of our Company. She has been on the Board as a Non-Executive Director since March 02, 2026. She has a secondary certificate and has over 29 years of professional experience, including 20 years in the company. She started an apparel business in partnership in 1994. Further, she is associated with the Company as an Executive Director since its incorporation in 2006 till October 2025, prior to her re-designation as a Non-Executive Director. She possesses significant experience in office administration, documentation management, compliance coordination, and organisational support, and has contributed to strengthening the Company's administrative and operational processes.
4. **Dharini Jatania**, aged 43 years, is an Independent Director of our Company. She has been serving on the Board as an Independent Director since January 2, 2026. She holds a Master's degree in Chemistry from Utkal University, Odisha, completed in 2005. She has over 14 years of professional experience, including 2 years at EXL Services Private Limited, 5–6 years at American Express India Private Limited in a team leadership role, and 2 years in brand management of a private company till 2022. Currently, she is handling business development and mandate acquisition in a Limited Liability Partnership since 2023. Her expertise includes customer relations, team management, brand strategy and business development. Her diverse experience enables her to contribute valuable insights in organisational development, brand strategy, and professional training initiatives.

5. **Kadambari R Mehta**, age 40, is an Independent Director at our company. She holds a PGD in Public Relations from K. C. College of Management Studies. She has over 14 years of professional experience, including 5 months as an HR Executive at Mogae Consultants Pvt. Ltd., 9 months as an Analyst at Ernst & Young, and served as an Operations Manager at The Clinic – Family Healthcare Nationwide from 2007 to 2010. Since 2016, she has been running a children’s library and activity centre under the name “Baby Book Babbles”. Her experience in operations, human resources and entrepreneurial management enables her to bring valuable perspectives in organisational development and stakeholder engagement.

Confirmations:

As on the date of this Prospectus:

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

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 Director or member of the senior management.

Service Contracts:

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

Details of Borrowing Powers of Directors:

Pursuant to a special resolution passed at an Extraordinary General Meeting of our Company held on January 02, 2026 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 been 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 ₹ 100 Cr. (Rupees One Hundred Crores Only).

Compensation of our Directors

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V thereto 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, Whole-Time Directors:

(a) *Vipul Badani– Chairman & Managing Director*

Pursuant to the resolutions passed by our Board and our Shareholders on December 10, 2025 and January 02, 2026 respectively, Vipul Badani was re-designated as Chairman & Managing Director for a period of three years with effect from January 02, 2026 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 ₹20 Lakh p.m.

(b) Bhoomin R Badani– Whole Time Director & Chief Executive Officer

Pursuant to the resolutions passed by our Board and our Shareholders on December 10, 2025 and January 02, 2026 respectively, **Bhoomin R Badani** was re-designated Whole-time Director & Chief Executive Officer for a period of three years with effect from January 02, 2026 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 ₹3.5 Lakh p.m.

Payment or benefit to Directors:

The Remuneration paid to our Directors in Fiscal 2026 is as follows:

Name of Directors	Remuneration paid in F.Y. 2025-26 (₹ In Lakhs)
Vipul Badani	42.00
Bhoomin R Badani	42.00

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our directors.

Sitting Fees:

The Articles of Association of our Company provides for the payment of sitting fees to the Directors (other than Managing Director & Whole-time Directors), not exceeding ₹ 1.00 Lakhs, as may be fixed by the Board of Directors from time to time, for attending a meeting of the Board and Committees thereof. Our Board of Directors have resolved at their meeting held on January 5, 2026 for the payment of an amount not exceeding ₹ 1.00 Lakhs as sitting fees to all the Non-executive Directors (including Independent Director) for attending each such meeting of the Board and Committee thereof.

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

Name of the Director	No. of Shares Held	Holding in %
Vipul Badani	50,49,000	51.00%
Krupa Rajesh Badani	23,59,241	23.83%
Bhoomin R Badani	3,01,500	3.05%
Total	77,09,741	77.88%

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

As on the date of the filing of this Prospectus, we do have any Subsidiary Companies as defined under Section 2(87) 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 the Chapter titled **“Our Management”** beginning on page 132 of this 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 directors 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.

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

Except as stated in this section **“Our Management”** or the section titled **“Restated Financial Statements – Annexure Y- Related Party Disclosure”** beginning on page 132 and 149 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

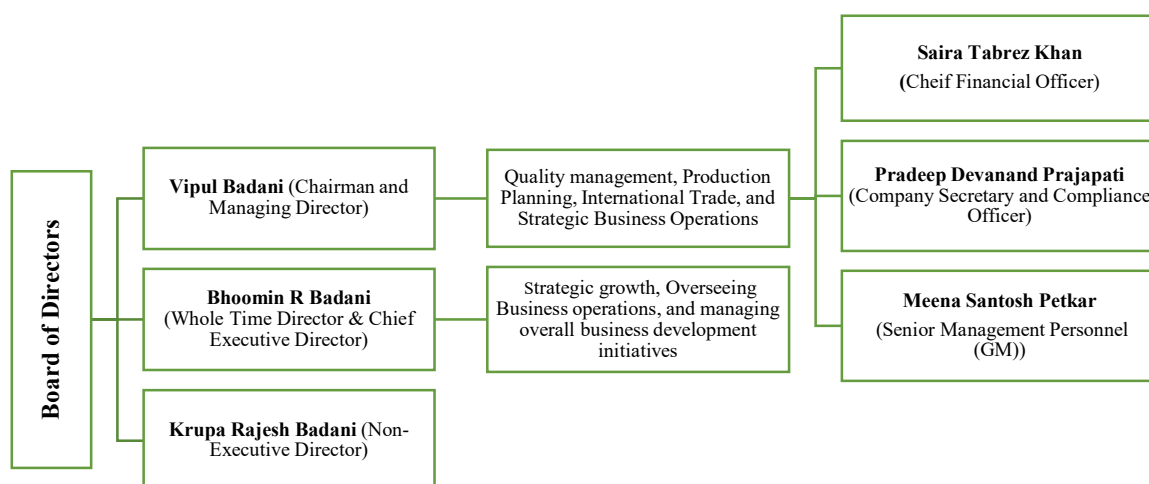
Our directors do not have any interest in any property acquired by our Company during the period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

Changes in Board of Directors in the Last 3 Years:

Name of Directors	Date of Appointment / Re-appointment/ Change in designation/ Cessation	Reasons for Change
Vipul Badani	Appointed as Director of the Company w.e.f. August 24, 2006, and further, re-designated as the Managing Director for a period of three years w.e.f. January 02, 2026. Thereafter also appointed as the Chairman w.e.f January 02, 2026.	To ensure better Corporate Governance and compliance with the Companies Act, 2013.
Bhoomin R Badani	Appointed as a Chief Executive Officer w.e.f April 01, 2025, was further appointed as the Whole-time Director w.e.f January 2, 2026.	
Dhriti Drolia	Appointed as a Chief Executive Officer w.e.f April 01, 2025, was further appointed as the Whole-time Director w.e.f January 2, 2026.	
Krupa Rajesh Badani	Appointed as Non-Executive Director w.e.f October 22, 2025 and resigned on w.e.f February 27, 2026	
Dharini Jatania	Appointed as Non-Executive Director w.e.f March 02, 2026	
Kadambari R Mehta	Appointed as an Independent Director of the company w.e.f. January 02, 2026.	

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 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on Stock Exchanges. The requirements pertaining to constitution of the committees, such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees, have been complied with. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

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 with 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 three Women Directors on the Board. The constitution of our Board complies with the provisions of section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company at its Board Meeting held on March 10, 2026 has approved the constitution of an Audit Committee ("Audit Committee") in compliance with the provisions of 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 the following members:

Name of the Director	Status in Committee	Nature of Directorship
Dharini Jatania	Chairperson	Independent Director
Kadambari R Mehta	Member	Independent Director
Vipul Badani	Member	Chairman and Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. 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 one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher, but there shall be a minimum of two independent members at each meeting. The Chairperson of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

C. Role & Power 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:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- 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
- To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- 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:
 - 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;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications and modified opinions in the draft 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.;
- 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;

- l) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- n) 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;
- o) Discussing with internal auditors on any significant findings and follow up thereon;
- p) 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;
- q) 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;
- r) 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;
- s) Reviewing the functioning of the whistle blower mechanism;
- t) 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;
- u) Reviewing the utilisation 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;
- v) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- w) 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.
- x) Carrying out any other functions as mentioned in the terms of reference of the Audit committee or containing into SEBI (LODR) Regulations, 2015.

Further, the Audit Committee shall mandatorily review the following information:

- 1) Management's 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 issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.
- 7) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements).

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on March 10, 2026 has approved the constitution of Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings 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
Dharini Jatania	Chairperson	Independent Director
Kadambari R Mehta	Member	Independent Director
Krupa Rajesh Badani	Member	Non-Executive Director

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

- A. **Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. **Meetings of the committee:** The Committee shall meet as and when the need arises, subject to at least once 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

Chairperson 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. **Scope and Terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of 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.

3. Corporate Social Responsibility Committee

Our company has pursuant to the provisions of Section 135 of the Companies Act 2013 and Schedule VII, constituted a Corporate Social Responsibility Committee of the Board of Directors vide Resolution dated March 10, 2026. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Dharini Jatania	Chairperson	Independent Director
Krupa Rajesh Badani	Member	Non-Executive Director
Vipul Badani	Member	Chairman & Managing Director

The Corporate Social Responsibility Committee role and responsibilities shall be as provided under section 135 of the Companies Act, 2013 shall be as under:

1. Formulate and periodically review the CSR Policy.
2. Formulate and recommend the annual action plan.
3. To formulate and recommend to the Board a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

4. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013;
5. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken by the Company from time to time;
6. Monitor and report on the progress of the annual action plan.
7. Ensure implementation of the activities under CSR.
8. Place the CSR Policy on the Company's website, if any.
9. Ensure expenditure of the requisite amount on CSR every year as per law.
10. Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
11. Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by the Board.
12. Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of the Company shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.
13. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

4. Stakeholders Relationship Committee

Our Company at its Board Meeting held on March 10, 2026 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Krupa Rajesh Badani	Chairperson	Non-Executive Director
Kadambari R Mehta	Member	Independent Director
Vipul Badani	Member	Chairman & Managing Director

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

A. 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.

B. 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.

C. Scope and 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. To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
 13. Ensure proper and timely attendance and redressal of investor queries and grievances;
 14. Carrying out any other functions contained in the Companies Act, 2013 and / or other documents (if applicable) as and when amended from time to time;
- a) 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.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT 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 and Senior Management of our Company is provided below:

Name, Designation & Educational Qualification	Age	Year/ period of joining	Compensation paid for F.Y. ended 2025-26 (₹ in Lakhs)	Overall experience	Previous employment
Vipul Badani Designation: Chairman & Managing Director Educational Qualification: Diploma in Knitting Technology. Term of office: For a consecutive 3 years w.e.f. January 02, 2026	61	2006	42.00	Over 30 Years	Nil
Bhoomin R Badani Designation: Chief Executive Officer & Whole Time Director Educational Qualification: Bachelor of Laws (L.L.B) and Bachelor of Management Studies (B.M.S) Term of office: For a consecutive 3 years w.e.f. January 02, 2026	40	2006	42.00	15 Years	Nil
Pradeep Devanand Prajapati Designation: Company Secretary and Compliance Officer Educational Qualification - Qualified Company Secretary	36	2025	2.92	6.5 years	Swiss Steel India Private Ltd.
Saira Tabrez Khan Designation: Chief Financial Officer Educational Qualification – Master of Commerce	26	2023	5.90	4.5 Years	Monika Jain & Co.
Meena Santosh Petkar Designation: Senior Management Personnel (GM) Educational Qualification – Higher Secondary Certificate	55	2006	8.64	20 years	NA

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Key Managerial Personnel

Vipul Badani - Please refer to the section “**Brief Profile of our Directors**” beginning on page 133 of this Prospectus for details.

Bhoomin R Badani - Please refer to the section “**Brief Profile of our Directors**” beginning on page 133 of this Prospectus for details.

Pradeep Devanand Prajapati is the Company Secretary and Compliance Officer of our Company. He has been appointed as Company Secretary and Compliance Officer of the company with effect from November 28, 2025. He is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India since 2018. He has 6 years of experience in the field of secretarial and corporate law compliance. He is responsible for undertaking various functions in our Company, including

corporate governance and secretarial matters and ensuring conformity with the regulatory provisions applicable to our company at a remuneration of ₹9.27 Lakhs p.a.

Saira Tabrez Khan is the Chief Financial Officer of our Company. She has been appointed as the Chief Financial Officer of the company with effect from November 1, 2025. She holds a Master of Commerce degree. She has a work experience of 5 years in the field of Finance and Accounts. She looks after all the accounts and finance activities of our Company and is responsible for overseeing the entire finance of our Company at a remuneration of ₹6.18 Lakhs p.a.

Senior Management Personnel

Meena Santosh Petkar serves as the Merchandising Head of the Company, bringing with her over 20 years of hands-on experience in diverse corporate functions as associated with the company since its incorporation. She holds a Secondary Certificate and she plays a crucial role in streamlining procurement processes, ensuring timely coordination at project sites, and driving day-to-day operational efficiency at a remuneration of 9.51 Lakhs p.a. Her deep understanding of ground-level execution, combined with leadership in cross-functional roles, significantly contributes to the smooth functioning and productivity of the Company.

We confirm that:

- All the persons named as our Key Managerial Personnel and Senior Management 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 and Senior Management have been recruited.
- None of our KMPs and Senior Management except Vipul Badani and Bhoomin R Badani are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel and Senior Management there has been no contingent or deferred compensation accrued for the period ended March 31, 2026.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel and Senior Management.
- None of the Key Managerial Personnel and Senior Management hold any shares of our Company as on the date of filing of this Prospectus except as under.

Sr. No.	Name of the KMP's/ SMP's	No. of Shares held
1.	Vipul Badani	50,49,000
2.	Bhoomin R Badani	3,01,500
	Total	53,50,500

Turnover of KMPs/ Attrition of Employees

The turnover of KMPs/ attrition of employees 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) and Senior Management Personnel

Except as detailed below, none of our Key Management Personnel, Senior Management Personnel or Directors is related to each other, within the meaning of section 2(77) of the Companies Act, 2013

Sr. No.	Name of the Director	Relationship with other Directors
1.	Vipul Badani	Brother-in-Law of Krupa Rajesh Badani and Uncle of Bhoomin R Badani.
2.	Krupa Rajesh Badani	Mother of Bhoomin R Badani and Sister-in-Law of Vipul Badani.
3.	Bhoomin R Badani	Son of Krupa Rajesh Badani and Nephew of Vipul Badani.

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this 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 superannuation, 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 the Provident fund, Gratuity fund and Employee State Insurance.

Changes in the Key Managerial Personnel or Senior Management Personnel in last three years:

There have been no changes in the Key Managerial Personnel or Senior Management Personnel of our Company during the last 3 (three) year except as stated below:

Name of KMP's/ SMP's	Designation and period	Appointment/ Cessation/ designation	Re-	Reasons
Vipul Badani	Re-designated as the Managing Director for a period of three years w.e.f. January 02, 2026. Also appointed as the Chairman w.e.f January 02 2026.	Re-designation & Appointment		To comply with the provisions of the Companies Act, 2013 and to ensure better Corporate Governance
Bhoomin R Badani	Appointed as a Chief Executive Officer w.e.f April 01, 2025, was further re-designated as the Whole-time Director w.e.f January 2, 2026.	Appointment		
Pradeep Devanand Prajapati	Appointed as Company Secretary and Compliance Officer of the Company w.e.f. November 28, 2025	Appointment		
Saira Tabrez Khan	Appointed as Chief Financial Officer of the Company w.e.f. November 01, 2025	Appointment		
Meena Santosh Petkar	Appointed as Senior Managerial Personnel (GM) w.e.f. February 27, 2026	Appointment		

Interest of our Key Managerial Personnel and Senior Management Personnel

Apart from the shares held in the Company held by Vipul Badani and Bhoomin R Badani to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personnel and Senior Management Personnel is interested in our Company. For details, please refer section titled “***Restated Financial Statements – Annexure – Y Restated Statement of Related Party Transaction***” beginning on page 149 of this Prospectus.

Interest of our KMP's and Senior Management Personnel in the property of our Company

Except as disclosed in chapter titled “***Our Management***” beginning on page 132 of this Prospectus, Our KMPs and Senior Management Personnel do not have any interest in any property acquired by our Company in a period of two years before the filing of this Prospectus or proposed to be acquired by us as on the date of filing the Prospectus with ROC.

Details of the Service Contracts of the Key Managerial Personnel and Senior Management Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements with our Company for the provision of benefits or payments of any amount upon termination of employment.

Loans given/availed by Directors / Key Managerial Personnel / Senior Management Personnel of our Company

For details of unsecured loans taken from or given to our Directors/KMPs /Senior Management Personnel and for details of transactions entered by them in the past, please refer to “***Annexure – Y Restated Statement of Related Party Transaction***” page 187 of this Prospectus.

OUR PROMOTERS & PROMOTER GROUP

A. OUR PROMOTERS:

The Promoters of our Company are:

1. Vipul Badani
2. Krupa Rajesh Badani
3. Bhoomin R Badani

As on date of this Prospectus, the Promoters collectively holds 77,09,741 Equity shares of our Company, representing 77.88% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*", on page 58 of this Prospectus.

Brief Profile of our Promoters are as under:

	Vipul Badani – Chairman & Managing Director & Promoter Vipul Badani, aged 61 years, is one of the Promoters and is also the Chairman & Managing Director of the company. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<i>Our Management –Brief profile of Directors</i>" on page 133 of this Prospectus. Other ventures of our Promoters- Except as set out in this chapter under heading "<i>Other ventures of our Promoters</i>" and the chapter titled '<i>Our Management</i>', our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director. His permanent account number is AACPB7574Q. For details of his shareholding, please see "<i>Capital Structure</i>" on page 58 of this Prospectus.
	Bhoomin R Badani – Whole Time Director, Chief Executive Officer & Promoter Bhoomin R Badani, aged 40 years, is one of the Promoters and is also the Whole Time Director & Chief Executive Officer of the company. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<i>Our Management –Brief profile of Directors</i>" on page 132 of this Prospectus. Other ventures of our Promoters- Except as set out in this chapter under heading "<i>Other ventures of our Promoters</i>" and the chapter titled '<i>Our Management</i>', our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director. His permanent account number is AKSPB9604P. For details of her shareholding, please see "<i>Capital Structure</i>" on page 58 of this Prospectus.

	Krupa Rajesh Badani – Non-Executive Director & Promoter Krupa Rajesh Badani, aged 67 years, is one of the Promoters and is also the Non-Executive Director of the company. For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “Our Management –Brief profile of Directors” on page 133 of this Prospectus. Other ventures of our Promoters- Except as set out in this chapter under heading “Other ventures of our Promoters” and the chapter titled ‘Our Management’, our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director. Her permanent account number is AAKPB1679E. For details of her shareholding, please see “Capital Structure” on page 58 of this Prospectus.
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Confirmations/ Declarations:

In relation to our Promoters, Vipul Badani, Bhoomin R Badani, and Krupa Rajesh Badani, our Company confirms that the PAN, Bank Account number, Passport number and Aadhaar Card number shall be submitted to NSE at the time of filing of this Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or persons 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 Companies and Companies 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 Companies and Companies 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 companies and Companies promoted by the Promoters are disclosed in the chapter titled **“Outstanding Litigations and Material Developments”** beginning on page 212 of this Prospectus.
- None of our Promoters, person in control of our Company is 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 dividends payable, if any, and other distributions in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, our Promoters, Vipul Badani, Bhoomin R Badani, and Krupa Rajesh Badani collectively hold 77,09,741 Equity Shares in our Company i.e., 77.88% 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 him for the rent, purchase and sale transactions. For details, please refer to **Annexure Y- “Related Party Transactions”** beginning on page 187 of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 58 of this Prospectus.

ii. Interest in the property of Our Company

Our promoters do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with ROC.

iii. Interest in transactions for acquisition of land, construction of building and supply of machinery

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of a 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 to **Annexure Y** on **“Related Party Transactions”** on page 187 forming part of **“Restated Financial Statements”** of this Prospectus.

Further, our promoters may be interested in the extent of personal guarantees given by them in favour of the Company. For the details of the Personal Guarantee given by Promoters towards the financial facilities of our Company, please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of Our Company”** on page 199 and 149 respectively of this Prospectus.

Payment or Benefits to our Promoters 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 Managing Director”** in the chapter titled **“Our Management”** beginning on page 132 also refer **Annexure-Y** on **“Related Party Transactions”** on page 187 forming part of **“Restated Financial Statements”** and Paragraph on **“Interest of Promoters”** in chapter titled **“Our Promoters & Promoter Group”** on page 144 of this 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 Prospectus.

Other ventures of our Promoters:

Save and except as disclosed in this section titled **“Corporate Entities or Firms forming part of the Promoter Group”** under the chapter titled **“Our Promoters & Promoter Group”** and the chapter titled **“Our Management”**, beginning on page 144 and 132 of this 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 212 of this Prospectus.

Experience of Promoters in the line of business:

Our Promoters include Vipul Badani, Managing Director & Chairman, having experience of over 30 years; Bhoomin R Badani, Whole Time Director & CEO having 15 years of experience; Krupa Rajesh Badani, Non-Executive Director, having 29 years of experience, in the Textile and Apparel Export 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, please refer to section titled **“Annexure Y - Related Party Transactions”** on page 187 of this Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship	Vipul Badani	Krupa Rajesh Badani	Bhoomin R Badani
Father	Late Jagmohandas Badani	Late Rasiklal Shah	Rajesh Jagmohandas Badani
Mother	Late Taraben Badani	Late Gunvantiben Shah	Krupa Rajesh Badani

Spouse	Pratiksha Vipul Badani	Rajesh Jagmohandas Badani	Sneha Bhoomin Badani
Brother	Rajesh Jagmohandas Badani	Mehul Rasiklal Shah	-
Sister	Priti Dilip Shah	-	-
	Devyani R Shah		
	Late Ila Hasmukh Shobhani		
Son	-	Bhoomin R Badani	-
Daughter	Dhriti Drolia	-	Ahana Bhoomin Badani
Spouse's Father	Late Chandrakant Deliwala	Late Jagmohandas Badani	Kandarp Kantilal Nathwani
Spouse's Mother	Late Neeta Chandrakant Deliwala	Late Taraben Badani	Ritaben K Nathwani
Spouse's Brother	Paras Chandrakant Deliwala	Vipul Badani	Vikraam Nathwani
Spouse's Sister	Manisha Jinesh Shah	Priti Dilip Shah	-
		Devyani R Shah	
		Late Ila Hasmukh Shobhani	

2. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate (other than Subsidiary & Associate) 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;	Company: Knox Agro Private Limited Silvertraq International Private Limited Winsel Aqua's Private Limited HUF: Vipul Jagmohandas Badani HUF Bhoomin Rajesh Badani HUF
2.	Any Body Corporate in which a body corporate as provided in (A) above holds 20% or more, of the equity share capital; and	Nil
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more 20% of the total capital.	Rajesh Jagmohandas Badani HUF

3. Other persons included in Promoter Group:

None of other persons forms part of the 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, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year 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. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

The dividend distribution policy of our Company was approved and adopted by our Board on January 05, 2026 (the “Dividend Distribution Policy”). The declaration and payment of Dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend in the last three financial years to the date of the filing of this 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.

SECTION V- FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors of
Qualiance International Limited,
406 - B Wing, Knox Plaza,
Mindspace, Malad West,
Mumbai 400064

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of **QUALIANCE INTERNATIONAL LIMITED**

1. We have examined the attached Restated Financial Statement of **QUALIANCE INTERNATIONAL LIMITED** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025, and March 31, 2024, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the year ended March 31, 2026, March 31, 2025, and March 31, 2024, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement) as approved by the Board of Directors in their meeting held on 14th August, 2026 for the purpose of inclusion in the Red Herring Prospectus/ Prospectus ("Offer Document") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 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 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 Statement for the purpose to prepare and include the Restated financial statement in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the year ended March 31, 2026, March 31, 2025, and March 31, 2024 on the basis of Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to the Restated Financial Statement. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, (SEBI) ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Statement taking into consideration:
 - a) The scope of work and other terms of our engagement agreed upon with you in accordance with our engagement letter dated 06th October, 2025 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d) The requirements of Section 26 of the 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.
4. This Restated Financial Statements have been compiled by the management from:
 - a) Audited financial statements of the company as at and for the Year ended on March 31, 2026, March 31, 2025, and March 31, 2024 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors.
 - b) The Financial Statement for the Year ended on March 31, 2025 and March 31, 2024 have been Audited by M/s Mehta Doshi & Associates vide report dated 15th July, 2025 and 11th July, 2024 respectively and for the year ended on March 31, 2026 have been audited by us vide our report dated 11th August, 2026.
 - c) We have also carried out Re-audit of audited financial statements of the Company for the Financial Year ended 31st March, 2025 in terms of ICDR Regulations and issued an Auditors' report thereon dated 19th March, 2026. For the

purpose of our examination, we have relied said Auditors' report also as referred in Paragraph b above for the FY 2024-25, and FY 2023-24.

5. The modification in restated financials were carried out based on the modified reports, if any, issued by us which is giving rise to modifications on the financial statements as at and for the years ended March 31, 2026, March 31, 2025, and March 31, 2024.
 - a) The Restated Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
 - b) The Restated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
 - c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
 - d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this report;
 - e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,
 - f) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except for the FY 2024-25 and FY 2023-24 wherein accounting of gratuity benefits, which was accounted on as cash basis, however during the restatement Company has rectified and accounted such retirement benefits according to AS-15(Revised) based on actuarial valuation certificate.
 - g) Revaluation reserves, has been disclosed separately in the Restated Financial Statements.
 - h) The Company has not paid dividend during FY 2023-24 to FY 2025-26.
6. In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that
 - a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at March 31, 2026, March 31, 2025, and March 31, 2024 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
 - b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for the financial year ended March 31, 2026, March 31, 2025, and March 31, 2024 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
 - c) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for the financial year ended March 31, 2026, March 31, 2025, and March 31, 2024 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial year March 31, 2026, March 31, 2025, and March 31, 2024 proposed to be included in the Offer Document for the proposed IPO.

Significant Accounting Policy and Notes to The Restated financial Statements	Annexure IV
Restated Statement of Share Capital, Reserves and Surplus	Annexure-A
Restated Statement of Long Term and Short - Term Borrowings/ Statement of principle Term of Secured loan and Assets charges as security and Statement of term & Condition of unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of long-term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities and short-term Provisions	Annexure-F
Restated Statement of Property, Plant and Equipment and Intangible Assets	Annexure-G
Restated Statement of Non-Current Investment	Annexure-H
Restated Statement of Long-Term Loans and Advances	Annexure-I
Restated Statement of Other Non-Current Assets	Annexure-J
Restated Statement of Inventory	Annexure-K
Restated Statement of Trade Receivables	Annexure-L
Restated Statement of Cash and Bank Balances	Annexure-M
Restated Statement of Short-Term Loans and Advances	Annexure-N
Restated Statement of Other Current Assets	Annexure-O
Restated Statement of Revenue from operation	Annexure-P

Restated Statement of Other Income	Annexure-Q
Restated Statement of Cost of Material Consumed	Annexure-R
Restated Statement of Purchases of Stock in Trade	Annexure-S
Restated Statement of Changes in Inventories	Annexure-T
Restated Statement of Employee Benefits Expenses	Annexure-U
Restated Statement of Finance Cost	Annexure-V
Restated Statement of Depreciation & Amortization	Annexure-W
Restated Statement of Other Expenses	Annexure-X
Restated Statement of Related Party Transaction	Annexure-Y
Restated Statement of Mandatory Accounting Ratios	Annexure-Z
Restated Statement of Capitalization	Annexure-AA
Restated Statement of Tax Shelter	Annexure-AB
Restated Statement of Contingent Liabilities & Capital Commitment	Annexure AC
Restated Statement of Other Financial Ratio	Annexure AD
Restated Summary Statement of Other Statutory/Regulatory/Other Information	Annexure AE
Statement of Stock and Book Debts Statement variance with books and management comments	Annexure AF
Material Adjustment to the Restated Financial	Annexure V

8. In our opinion, the above Restated Financial Statements along with Annexure A to AF read with the Significant Accounting Policies and Material Adjustment to the Restated Financial as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, and Guidance Note issued by ICAI as per our engagement terms with the Company.
9. We, M/s. R K Jagetiya & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.
10. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us and nor should this report be construed as a new opinion on any of the financial statements referred to therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historic Financial Information, and Other Assurance and Related Services Engagements, Issued by ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India.
14. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For R K Jagetiya & Co.

Chartered Accountants

FRN: - 146264W

Sd/-

(Ravi K Jagetiya)

Proprietor

M. No. 134691

Place: Mumbai

Date: 14th August, 2026

UDIN: 26134691NBBNRZ2202

ANNEXURE I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ lakhs)

PARTICULARS		Annexure No	As at		
			31-03-2026	31-03-2025	31-03-2024
A)	EQUITY AND LIABILITIES				
1.	Shareholders' Funds				
(a)	Share Capital	A	990.00	990.00	990.00
(b)	Reserves & Surplus		2,475.05	1,453.50	1,040.96
(c)	Money received against share warrants		-	-	-
			3,465.05	2,443.50	2,030.96
2.	Share application money pending allotment		-	-	-
3	Non Current Liabilities				
(a)	Long Term Borrowings	B, B(A) and B(B)	490.57	1,029.18	462.82
(b)	Deferred Tax Liabilities (Net)	C	-	-	-
(c)	Other Long Term Liabilities		-	-	-
(d)	Long Term Provisions	D	108.45	80.31	66.33
			599.02	1,109.49	529.15
4	Current Liabilities				
(a)	Short Term Borrowings	B, B(A) and B(B)	2,359.06	1,941.83	1,453.90
(b)	Trade Payables				
(i)	total outstanding dues of micro enterprises and small enterprises; and	E	1.87	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		82.09	46.58	158.49
(c)	Other Current Liabilities	F	147.68	130.85	110.66
(d)	Short Term Provisions		244.15	80.76	31.11
			2,834.84	2,200.02	1,754.16
	Total (1+2+3+4)		6,898.91	5,753.00	4,314.27
B)	ASSETS				
1.	Non Current Assets				
(a)	Property, Plant & Equipment and Intangible Assets				
i)	Property, Plant & Equipment	G	1,802.90	1,837.41	1,795.27
ii)	Intangible Assets		-	-	-
iii)	Capital Work in Progress		-	-	-
iv)	Intangible Assets Under development		-	-	-
(b)	Non-Current Investment	H	-	-	-
(c)	Deferred Tax Assets (Net)	C	59.02	136.73	221.63
(d)	Long Term Loans and Advances	I	375.52	221.09	-
(e)	Other Non Current Assets	J	5.64	4.99	15.65
			440.18	362.81	237.28
2.	Current Assets				
(a)	Current Investments		-	-	-
(b)	Inventories	K	2,413.56	2,953.59	1,487.24
(c)	Trade Receivables	L	1,599.21	206.78	363.44
(d)	Cash and Bank Balances	M	78.07	65.19	166.38
(e)	Short-Term Loans and Advances	N	556.63	322.59	259.80
(f)	Other Current Assets	O	8.36	4.63	4.85
			4,655.82	3,552.78	2,281.71
	Total (1+2)		6,898.91	5,753.00	4,314.27

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V, Annexure Y to AF) are an integral part of this statement

For R K Jagetiya & Co
Chartered Accountants
FRN 146264W

FOR AND ON BEHALF OF THE BOARD
Qualiance International Limited

Vipul Badani
Managing Director &
Chairman

Bhoomin R Badani
WTD & CEO

Sd/-

CA Ravi K Jagetiya

M. No. 134691

Proprietor

Date: 14th August, 2026

Place: Mumbai

UDIN-: 26134691NBBNRZ2202

DIN: 00773202

Pradeep D. Prajapati

Company Secretary

Membership No.-A56629

Place: Mumbai

Date: 14th August, 2026

DIN: 02416983

Saira Tabrez Khan

Chief Financial Officer

PAN -: FWTPK5743L

ANNEXURE II

RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in lakhs, except per share Data)

PARTICULARS		Annexure No	For the Year ended on		
			31-03-2026	31-03-2025	31-03-2024
1	Revenue From Operation	P	7,689.11	5,307.24	3,722.94
2	Other Income	Q	406.28	198.40	90.81
3	Total Income (1+2)		8,095.39	5,505.64	3,813.75
4	Expenditure				
(a)	Cost of Material Consumed	R	3,209.19	3,142.27	1,460.97
(b)	Purchases of Stock in Trade	S	-	-	-
(c)	Changes in Inventories of finished goods, Work in progress and Stock in-Trade	T	119.36	(997.15)	116.08
(d)	Employee Benefit Expenses	U	1,729.18	1,380.02	1,040.56
(e)	Finance Cost	V	374.86	282.20	156.42
(f)	Depreciation and Amortisation Expenses	W	112.32	101.51	86.91
(g)	Other Expenses	X	944.63	967.75	612.78
5	Total Expenditure 4(a) to 4(g)		6,489.53	4,876.59	3,473.73
6	Profit/(Loss) Before Prior Period, Exceptional & extraordinary items & Tax (3-5)		1,605.86	629.06	340.02
7	Prior Period Items		-	-	-
8	Exceptional & Extra-Ordinary Items		-	-	-
9	Profit/(Loss) Before Tax (6-7)		1,605.86	629.06	340.02
10	Tax Expense:				
(a)	Tax Expense for Current Year		436.74	54.31	-
(b)	Short/(Excess) Provision of Earlier Year		-	-	-
(c)	Deferred Tax		(17.79)	84.90	56.10
	Net Current Tax Expenses		418.96	139.20	56.10
11	Profit/(Loss) for the Year (8-9)		1,186.90	489.85	283.93
12	Earnings per equity shares (Face Value of ₹ 10 each)				
i	Basic (In ₹)		11.99	4.95	11.21
ii	Diluted (In ₹)		11.99	4.95	11.21

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V, Annexure Y to AF) are an integral part of this statement

For R K Jagetiya & Co

Chartered Accountants

FRN 146264W

FOR AND ON BEHALF OF THE BOARD

Qualiance International Limited

Vipul Badani

Managing Director &

Chairman

DIN: 00773202

Bhoomin R Badani

WTD & CEO

DIN: 02416983

Sd/-

CA Ravi K Jagetiya

M. No. 134691

Proprietor

Date: 14th August, 2026

Place: Mumbai

UDIN:- 26134691NBBNRZ2202

Pradeep D. Prajapati

Company Secretary

Membership No.-A56629

Saira Tabrez Khan

Chief Financial Officer

PAN -: FWTPK5743L

Place: Mumbai

Date: 14th August, 2026

ANNEXURE III
RESTATED CASH FLOW STATEMENT

(Amount in ₹ lakhs)

PARTICULARS	For the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
A) Cash Flow From Operating Activities:			
Net Profit before tax but before extraordinary items	1,605.86	629.06	340.02
Adjustment for:			
Depreciation	112.32	101.51	86.91
Finance Cost	374.86	282.20	156.42
Provision of Gratuity (net)	56.09	16.12	25.17
Sundry balances written back	(28.66)	-	-
Sundry balances write off	14.08	-	-
Loss on Sale/Discarded of Assets	0.61	1.88	-
Profit on Sale of car	(0.65)		
Interest Income	(30.24)	(6.05)	(0.65)
Unrealised Foreign Exchange (Gain)/loss	(58.72)	5.42	1.99
Provision for Interest on Shortfall in Advance Tax	24.53	-	-
Operating profit before working capital changes	2,070.09	1,030.13	609.87
Changes in Working Capital			
(Increase)/Decrease in Inventory	540.03	(1,466.35)	(192.10)
(Increase)/Decrease in Trade Receivables	(1,333.56)	153.14	53.31
(Increase)/Decrease in Short Term Loans & Advances	(248.12)	(66.09)	(96.99)
(Increase)/Decrease in Other Current Assets	(3.73)	0.22	4.18
Increase/(Decrease) in Trade Payables	65.88	(113.80)	(83.83)
Increase/(Decrease) in Other Current Liabilities	19.55	21.16	(10.33)
Increase/(Decrease) in Short Term Provisions	-	-	-
Cash generated from operations	1,110.14	(441.59)	284.11
Less: Income Taxes paid (net of Refund)	(325.84)	(3.50)	0.61
Net cash flow from operating activities A	784.31	(445.08)	284.72
B) Cash Flow From Investing Activities:			
Purchase of Fixed Assets including of CWIP	(149.38)	(231.42)	(54.55)
Proceeds from Sale of Fixed Assets	1.76	8.58	2.70
Increase/(Decrease) in Long Term Loans and Advances	(154.44)	(221.09)	-
(Increase)/Decrease in Fixed Deposit	11.23	(0.58)	7.52
Increase/(Decrease) in Non Current Assets	(0.64)	-	-
Interest Income	30.24	6.05	0.65
Net cash flow from investing activities B	(261.23)	(438.45)	(43.68)
C) Cash Flow From Financing Activities:			
Proceeds from issue of Equity shares	-	-	-
Proceeds from Short Term Borrowings	417.23	487.93	-
Repayment of Short Term Borrowings	-	-	(6.55)
Proceeds from Long Term Borrowings	-	566.36	3.06
Repayment of Long Term Borrowings	(538.61)	-	-
Finance Cost (Including adjustment of Interest accrued but not due on borrowings & MSME Interest payable)	(377.59)	(283.18)	(156.14)
Net cash flow from financing activities C	(498.97)	771.11	(159.63)
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	24.11	(112.42)	81.40
Cash and Cash equivalents at the beginning of the year	53.96	166.38	84.98
Cash and Cash equivalents at the end of the year	78.07	53.96	166.38

Notes:-

1.	31-03-2026	31-03-2025	31-03-2024
Component of Cash and Cash equivalents			
Cash on hand	6.53	5.18	5.85
Balance With banks	8.78	4.03	151.03
Other Bank Balance (As per AS -3)	62.75	44.75	9.50
	78.07	53.96	166.38

4. 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.

5. In FY 2023-24, the Company has issued 84,00,000 equity shares through a rights issue, wherein the subscription amount has been adjusted against outstanding loans from directors, therefore such issue has not been shown in investing and financing activity accordingly. This transaction does not involve cash and is therefore excluded from the cash flow statement.
6. The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V, Annexure Y to AF) are an integral part of this statement.

For R K Jagetiya & Co
Chartered Accountants
FRN 146264W

FOR AND ON BEHALF OF THE BOARD
Qualiance International Limited

Vipul Badani
Managing Director &
Chairman
DIN: 00773202

Bhoomin R Badani
WTD & CEO
DIN: 02416983

Sd/-
CA Ravi K Jagetiya
M. No. 134691
Proprietor
Date: 14th August, 2026
Place: Mumbai
UDIN:- 26134691NBBNRZ2202

Pradeep D. Prajapati
Company Secretary
Membership No.-A56629

Saira Tabrez Khan
Chief Financial Officer
PAN -: FWTPK5743L

Place: Mumbai
Date: 14th August, 2026

ANNEXURE-IV & ANNEXURE V TO RESTATED FINANCIAL STATEMENTS OF
QUALIANCE INTERNATIONAL LIMITED

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS

A. BACKGROUND

The Company was originally incorporated as “Qualiance International Private Limited” on August 24, 2006, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai, Maharashtra. Subsequently, the Company was converted into a Public Limited Company and consequently, the name of the Company was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion from a private company to a public company dated 09th December 2025 issued by the Registrar of Companies, CPC, bearing CIN: U17299MH2006PLC164026. The company is currently engaged in the manufacturing of garments (Textile and Apparel Industry).

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Statement of Assets and Liabilities of the Company as at March 31, 2026, March 31, 2025, and March 31, 2024 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2026, March 31, 2025, and March 31, 2024 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the respective Audited Financial Statements of the Company for the purpose to prepare Restated financial statement and further inclusion thereof in the Draft offer/offering document.

The financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP). GAAP comprises the Accounting Standards notified u/s 133 read with Section 469 of the Companies Act, 2013. The accounting policies used for Restated financial statement is similar and followed consistently unless if the policy used in the Audited financial statement is not in accordance with the Accounting Standards and therefore suitable policy changes also adopted by the management while preparing the restated financial statement. Accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Historical cost convention, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality.

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

2. USE OF ESTIMATES

The preparation of financial statements required the management to make estimates and assumptions that affect the reported balance of assets and liabilities, revenues and expenses including of warranty claims and disclosures relating to contingent liabilities. The Management believes that the estimates used in the preparation of financial statements are prudent and reasonable, however future results could differ from these estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods. Significant estimates used by the management in the preparation of these financial statements include estimates of the economic useful life of plant and equipment, provision for expenses, etc.

3. PROPERTY, PLANT AND EQUIPMENT

Property, Plant & Equipment are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use. Property, Plant & Equipment have been recorded in the books of the Company at WDV as per Companies Act, 2013.

Subsequent expenditures related to Property; Plant & Equipment 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 are capitalized as capital work-in-progress till it is not ready for the intended use. At the point when an asset is operating at management's intended use, the cost of asset is transferred to the appropriate category of property, plant and equipment and depreciation commences.

4. INTANGIBLE ASSETS

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortization and any accumulated impairment loss.

Subsequent expenditure, if any, is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

The residual values, useful lives and method of amortization of intangible assets are reviewed at each financial year end and adjusted if appropriate.

An intangible asset is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal of an intangible asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

5. DEPRECIATION AND AMORTISATION

Depreciation is provided on a Written Down Value Method ('WDV') over the estimated useful lives of the property, plant and equipment as estimated by the Management and is recognised in the statement of profit and loss.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

The Management has estimated the useful lives for property, plant and equipment which is similar to the life specified in Schedule II of Companies Act, 2013

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Amortization on Intangible assets is provided on a Straight-Line Method (SLM) on the basis of the period over which the assets is expected to generate future economic benefits.

6. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

7. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of amount.

8. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis.

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary nature in value of investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

9. INVENTORIES

Company's Inventory which is recorded at cost or net realizable value whichever is lower. Cost of inventories comprises of cost of purchase, and other incidental cost for the purchases. Cost is calculated on purchase price including custom duty, taxes, freight, handling and other cost less trade discount, rebates etc. Company follows FIFO (First-In-First-Out) method of costing.

Cost of conversion includes direct labor cost and production overhead and other cost incurred in bringing inventories to their present conditions.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on an item-by-item basis.

10. REVENUE RECOGNITION

a) Sale of Goods

Revenue from the sale of garments and related products is recognised when the significant risks and rewards of ownership of the goods have been transferred to the customer, the Company retains neither continuing managerial involvement nor effective control over the goods sold, and there is no significant uncertainty regarding the amount of consideration or its collectability, in accordance with Accounting Standard (AS) 9 – Revenue Recognition.

In respect of export sales, revenue is generally recognised upon dispatch of goods from the Indian port when the goods are handed over to an independent shipping carrier for delivery to the customer. At this stage, since the goods is dispatched from the Indian port, the Company has completed its substantive performance obligations under the sales arrangement and no longer retains physical possession or operational control over the goods.

Certain sales contracts or purchase orders may specify delivery to the customer's overseas location. Such arrangements are primarily logistical in nature and relate to transportation of goods through third-party shipping lines. These activities do not constitute a separate performance obligation of the Company once the goods are dispatched from the Indian port.

Transit risks associated with the shipment of goods are commercially mitigated through marine transit insurance. Such insurance coverage is obtained as a risk management measure and does not represent continuing managerial involvement in the goods after dispatch.

Accordingly, based on the economic substance of the transaction and applying the principle of substance over form as prescribed under Accounting Standard (AS) 1 – Disclosure of Accounting Policies, revenue from export sales is recognised when the goods are dispatched from the Indian port and significant risks and rewards of ownership are considered to have been transferred to the customer.

b) Drawbacks and Export Incentives

Other operating revenue including drawbacks, export incentives are accounted on accrual basis unless there is reasonable uncertainty about the realization of the same.

c) Interest Income

Interest income is recognised on time proportionate basis.

d) Sample Development Fee, etc.

Sample development fee is considered as income when there is no uncertainty about the recovery of its realization. Trade discounts from vendors subsequent to purchases are considered and accounted as rebate & discount and accounted on acceptance/approval by vendor.

11. FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION

Foreign currency transactions are recorded on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate prevailing at the date of the transaction.

Monetary items, such as cash and cash equivalents, receivables, payables, loans and other balances denominated in foreign currencies, are restated at the closing exchange rate as at the Balance Sheet date.

Non-monetary items, which are carried at historical cost and denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences arising on settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expense in the Statement of Profit and Loss in the period in which they arise.

12. EMPLOYEE BENEFITS

Short term Employee Benefits:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined-contribution plans:

Retirement benefit in the form of Provident Fund and Employee State Insurance Corporation Fund (ESIC) are defined contribution schemes. The Company is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund and ESIC as a part of retirement benefits to its employees. The contributions during the period are charged to statement of

profit and loss. The Company recognizes contribution payable to the Provident Fund and ESIC scheme as an expenditure when an employee renders related service.

Defined Benefit Plans:

The Company provides for Gratuity, a defined benefit retirement plan ('The Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet Date using the projected unit credit method. The Company recognizes the net obligation of the Gratuity Plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS15) 'Employee Benefits'. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise. The company's gratuity plan is unfunded.

Leave Policy - According to HR policy, The Company does not allow carry forward of unconsumed balance of leaves from one year to another, as explained it is paid along with salary, therefore no provision required towards provision for the unconsumed leave balances.

13.SEGMENT ACCOUNTING

Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company's primary business is only Manufacturing of garments accordingly in absence of other segments, segment disclosure is not applicable.

14.ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

- (i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
- (ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

15.CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for:

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

16.LEASE

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased assets are classified as operating leases.

The Company has taken certain premises on operating lease arrangements. Lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Initial direct costs incurred specifically to negotiate and arrange an operating lease are recognised as an expense in the Statement of Profit and Loss.

The lease agreements are generally cancellable and renewable by mutual consent on mutually agreed terms.

There is no lease agreement which is not cancellable by Company, therefore disclosure of future rent payment for the non-cancellable lease is not required.

During the period of Restatement, the Company does not have any finance leases.

17. EXTRAORDINARY, EXCEPTIONAL, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES

- a) Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the group are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the group, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.
- b) On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the group, is such that its disclosure improves an understanding of the performance of the group. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

18. EARNINGS PER SHARE:

The basic earnings per share is computed by dividing the net profit attributable to owners of the Company for the reporting years by the weighted average number of Equity shares outstanding during the reporting years.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and all dilutive potential equity shares.

There are no potential dilutive instruments issued by the Company, therefore Weighted average number of Equity shares for Basic and Dilutive remain same during the reporting years.

EPS has been calculated to show the Impact of Extra ordinary items during the reporting years.

In case of bonus issue of equity shares, EPS have been calculated as if the bonus shares were issued at the beginning of the earliest period reporting period.

19. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of 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. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

20. RAW MATERIALS IN TRANSIT:

Raw materials and accessories purchased from overseas vendors are recognized when significant risks and rewards of ownership are transferred to the Company in accordance with the terms of purchase. In cases where goods are purchased on ex-works (EXW) basis, such materials are recognized as inventory from the date of dispatch from the supplier's premises. Materials that are yet to be received at the reporting date are classified as "Raw Materials in Transit" and are carried at cost, which includes purchase price and other directly attributable costs incurred to bring the inventory to its present location and condition.

C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except accounting of gratuity which was accounted on cash basis in the FY 2023-24 and FY 2024-25 however during the restatement Company has accounted such retirement benefits on the basis of actuarial valuation certificate in accordance with AS 15 (Revised).

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIAL

1. Regroupings/ Reclassifications

The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the requirement of the Companies Act, 2013, schedule III and Accounting Standard wherever required. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are given at Note 9 to Annexure – AE

3. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for) is disclosed in Annexure AC of the enclosed restated financial statements.

4. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2021, as amended, in the Annexure – Y of the enclosed restated financial statements.

5. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is reported as in Annexure - C of the enclosed restated financials statements.

6. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure – Z of the enclosed restated financial statements.

7. Contingencies and events occurring after the Balance Sheet Date (AS -4)

Events that occur between balance sheet date and date on which these are approved, might suggest the requirement for an adjustment(s) to the assets and the liabilities as at balance sheet date or might need disclosure. Adjustments are required to assets and liabilities for events which occur after balance sheet date which offer added information substantially affecting the determination of the amounts which relates to the conditions that existed at the balance sheet date.

8. 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, the Company has disclosed in the note no 21 of Annexure - AE of the restated financial statements, the same as required by Schedule III to the Companies Act, 2013.

9. Realizations:

The Company evaluated the carrying amounts of property, plant and equipment, inventories, loans and advances, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties, the Company, as at the date of approval of these Restated financials has used internal and external sources on the expected future performance of the Company and management expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Due to any unforeseen circumstances the final impact on the Company’s assets in future may differ from that estimate as at the date of approval of these Restated Financials.

10. Contractual liabilities

All other material contractual liabilities connected with business operations of the Company have been appropriately provided for in the Restated financial statements.

11. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below.

A. Qualification, Emphasis of Matter and Other Matter which required adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2023-24	NIL	Not Applicable
FY 2024-25	NIL	
FY 2025-26	NIL	

B. Qualification, Emphasis of Matter and Other Matter which does not require adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2023-24	Clause XIV of CARO states that Company has no Internal Audit system, accordingly clause is not applicable to the Company	Since the Section 138 of the Act is not applicable, Company did not have a mandatory requirement for the Documented Internal Audit system.
FY 2024-25	Clause XIV of CARO states that Company has no Internal Audit system, accordingly clause is not applicable to the Company	
FY 2025-26	NA	NA

ANNEXURE-V

MATERIAL ADJUSTMENTS [AS PER THE ICDR] REGULATION]

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 Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit/(losses) of the Company is as under.

Statement of adjustments in the Financial Statements

Statement of Reserves & Surplus

A) Surplus In Profit and Loss Account

(Amount in ₹ Lakhs)

Particulars	31-Mar-26	31-Mar-25	31-Mar-24
Surplus in Profit and Loss account as per audited accounts but before adjustments for restated accounts: (a)	1,483.66	416.75	(170.82)
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	-	(177.98)	(80.26)
Adjustment with the Opening Reserves as on 01-04-2022	-	153.48	153.48
Net Adjustment in Profit and Loss Account (b)	-	(24.50)	73.22
Surplus in Profit and Loss account as per Restated Accounts: (a + b)	1,483.66	392.25	(97.60)

B) Revaluation Reserves

(Amount in ₹ Lakhs)

Particulars	31-Mar-26	31-Mar-25	31-Mar-24
Revaluation Reserves as per audited accounts but before adjustments for restated accounts: (a)	991.40	727.73	799.83
Add: Increase/(decrease) in Revaluation Reserve on account of Restatement	-	-	75.02
Add: Increase/(decrease) in Depreciation on Revaluation Reserve on account of Restatement	-	(5.22)	(7.57)
Add/(Less) Cumulative Adjustment made in Revaluation Reserve	-	338.73	271.29
Net Adjustment in Profit and Loss Account (b)	-	333.52	338.73
Surplus in Profit and Loss account as per Restated Accounts: (a + b)	991.40	1,061.25	1,138.56

Statement of Profit and Loss after Tax

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented in below table. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

(Amount in ₹ Lakhs)

Particulars	31-03-2026	31-03-2025	31-03-2024
Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:(a)	1,066.91	587.57	371.11
Less: Provision for Gratuity booked as per AS -15(Revised) up to 31st March, 2025	113.56	(16.12)	(25.17)
Add/Less: Foreign Exchange Rate Difference	5.17	(3.43)	(7.29)
Add/Less: Prepaid Expense	(0.30)	(0.53)	0.02
(Short)/Excess Adjustment of Interest accrued but not due on borrowings	4.30	0.98	(0.28)
Short/(Excess) Provision for Deferred Tax Assets	(23.32)	(84.82)	(55.71)
(Short)/Excess Provision for Income Tax	(8.08)	8.08	-
Short/(Excess) Interest on Fixed Deposit	(0.17)	(0.05)	(1.00)
Short/(Excess) Accounting of GST demand paid	34.55	(3.31)	(1.21)
Adjustment of Prior Period Interest on Loan from Financial Institution	(3.95)	3.95	
Adjustment of Prepaid of Interest on Post shipment Working Capital limits	(1.41)	(3.33)	0.18
Add/Less: Short excess provision of depreciation	(0.58)	(0.65)	-
Add/Less: Short excess accounting of loss on sale of Machinery	-	1.23	
Adjustment of Prior period Professional fee	-	-	4.04
(Short)/Excess Provision of Audit fee	0.75	(0.25)	(0.50)

Particulars	31-03-2026	31-03-2025	31-03-2024
Adjustment of Free samples accounted in the same year in which they received	(0.54)	0.54	-
Adjustment of Prior period Processing Fee	-	-	(0.12)
(Short)/Excess Provision of Wages	-	-	(0.14)
Net Adjustment in Profit and Loss Account (b)	119.99	(97.72)	(87.18)
Net Profit/(Loss) After Tax as per Restated Accounts:(a + b)	1,186.90	489.85	283.93

Note -:

Except above reconciliation explaining the differences between the audited Financial Statement's equity and profit (loss) and the restated Financials, there are no change in Restated financial equity and profit (loss).

Explanation to adjustments

a) Recognition of Gratuity Liability

During the preparation of the Restated Financial Statements, the Company reviewed the accounting treatment of gratuity in accordance with Accounting Standard (AS) 15 – Employee Benefits.

In the earlier audited financial statements, gratuity expense was accounted for on a cash/payment basis. However, as required under AS 15, gratuity is required to be recognized on an accrual basis based on actuarial valuation.

Accordingly, for the purpose of the Restated Financial Statements, the Company has recognized gratuity liability and the corresponding employee benefit expense in the respective periods based on the actuarial valuation report. This has resulted in recognition of gratuity expense under Employee Benefit Expenses and the corresponding gratuity liability in the balance sheet for the relevant periods.

b) Recognition of Raw Materials in Transit

During the preparation of the Restated Financial Statements, the Company reviewed the accounting treatment relating to purchases of certain raw materials and accessories imported from overseas vendors.

In the earlier audited financial statements, such purchases were recorded on receipt of goods at the Indian port. However, certain imports are made on ex-works (EXW) basis, where the risks and rewards of ownership are transferred to the Company at the supplier's premises.

Accordingly, in the Restated Financial Statements, such purchases have been recognized in the respective period in which the risks and rewards of ownership were transferred to the Company. Materials dispatched by the suppliers but not received as at the reporting date have been classified as "Raw Materials in Transit" under inventories and measured at cost.

This adjustment has resulted in recognition of inventory in transit and corresponding purchases in the relevant periods in the Restated Financial Statements.

c) Adjustment on account of Deferred Tax:

During the preparation of the Restated Financial Statements, the Company reviewed the computation and recognition of deferred tax in accordance with Accounting Standard (AS) 22 – Accounting for Taxes on Income.

Accordingly, deferred tax balances have been recomputed for the periods presented considering the impact of (i) recognition of gratuity liability based on actuarial valuation in accordance with Accounting Standard (AS) 15 – Employee Benefits, (ii) adjustment relating to depreciation differences and carry forward losses.

Consequently, the Deferred Tax Asset / Liability balances have been restated for the relevant periods to reflect the above adjustments in the Restated Financial Statements.

d) Adjustment in Provision for Income Tax:

During the preparation of the Restated Financial Statements for the purpose of the proposed SME Public Issue, certain accounting adjustments have been made relating to recognition of interest accrued but not due on term loans and Fixed Deposits, remeasurement of prepaid expenses, accounting of Interest subvention, remeasurement of loss on sale of plant and machinery, provision of expenses on mercantile system of accounting, and recording of certain prior period items in the respective financial years to which they relate.

Consequent to the above adjustments, the taxable income for the relevant periods has been recomputed, and accordingly the provision for income tax has been recalculated. This has resulted in changes in the current tax expense recognized in

the Statement of Profit and Loss and the carrying amount of the provision for income tax in the Balance Sheet for the respective periods presented in the Restated Financial Statement. For More details, refer Annexure AB enclosed with the Restated Financial Statement.

e) Adjustment in Depreciation and Property, Plant and Equipment

During the preparation of the Restated Financial Statements, the Company reviewed the computation of depreciation on Property, Plant and Equipment in accordance with Accounting Standard (AS) 10 – Property, Plant and Equipment.

It was observed that in the earlier audited financial statements, depreciation had been inadvertently charged on land and depreciation on certain assets disposed of during the year was not calculated up to the date of disposal. Accordingly, depreciation for the relevant periods has been recomputed and necessary adjustments have been made in the Restated Financial Statements.

Consequently, the depreciation expense, carrying value of Property, Plant and Equipment, and loss on sale of assets have been restated for the respective periods presented.

f) Adjustment relating to Foreign Exchange Fluctuation

During the preparation of the Restated Financial Statements, the Company reviewed the accounting of foreign currency transactions in accordance with Accounting Standard (AS) 11 – The Effects of Changes in Foreign Exchange Rates.

It was observed that in the earlier audited financial statements, certain balances relating to overseas suppliers and customers, were not restated at the closing exchange rate prevailing at the respective year end.

Accordingly, such foreign currency monetary items have been restated at the closing exchange rate for the respective periods in the Restated Financial Statements, and the resultant foreign exchange gain or loss has been recognized in the Statement of Profit and Loss. Consequently, the carrying amounts of the above balances have been adjusted in the Restated Financial Statements.

g) Adjustment relating to Interest Accrued but Not Due

During the preparation of the Restated Financial Statements, the Company reviewed the accounting of interest on borrowings. It was observed that in the earlier audited financial statements, interest for the broken period between the last EMI/payment date and the year-end on certain borrowings was not accrued. Accordingly, in the Restated Financial Statements, interest accrued but not due on such borrowings has been recognized on an accrual basis.

Consequently, the finance cost for the respective periods has been increased, with a corresponding recognition of interest accrued but not due under Other Current Liabilities in the balance sheet.

h) Adjustment relating to Interest Accrued on Fixed Deposits

During the preparation of the Restated Financial Statements, the Company reviewed the accounting of interest income on fixed deposits.

It was observed that in the earlier audited financial statements, interest accrued but not due on fixed deposits was not recognized for the respective reporting periods. Accordingly, in the Restated Financial Statements, interest income on fixed deposits has been recognized on an accrual basis.

Consequently, interest income for the respective periods has been adjusted, with a corresponding recognition of interest accrued but not due on fixed deposits under Other Current Assets in the balance sheet.

i) Adjustment relating to Prior Period Items

During the preparation of the Restated Financial Statements, the Company reviewed certain expenses which were accounted for in periods other than the period to which they pertained.

Accordingly, certain items including wages, professional fees, Processing fee, Free samples, audit fees and interest subvention from banks have been recognized in the respective financial years to which they relate. Necessary adjustments have been made in the Statement of Profit and Loss and the corresponding balances have been adjusted under the relevant heads in the Balance Sheet in the Restated Financial Statements.

j) Adjustment relating to Prepaid Expenses

During the preparation of the Restated Financial Statements, the Company reviewed the computation of certain prepaid expenses.

It was observed that certain prepaid expenditures, including insurance expenses and interest paid on post-shipment credit facilities, were not correctly calculated in the earlier audited financial statements. Accordingly, such prepaid expenses have been recomputed and recognized in the respective periods to which they relate in the Restated Financial Statements.

Consequently, the relevant expenses in the Statement of Profit and Loss have been adjusted, with corresponding changes in prepaid expenses classified under Short-Term Loans and Advances in the Balance Sheet for the respective periods.

For R K Jagetiya & Co
Chartered Accountants
FRN 146264W

FOR AND ON BEHALF OF THE BOARD
Qualiance International Limited

Vipul Badani
Managing Director &
Chairman
DIN: 00773202

Bhoomin R Badani
WTD & CEO
DIN: 02416983

Sd/-
CA Ravi K Jagetiya
M. No. 134691
Proprietor
Date: 14th August, 2026
Place: Mumbai
UDIN:- 26134691NBBNRZ2202

Pradeep D. Prajapati
Company Secretary
Membership No.-A56629

Saira Tabrez Khan
Chief Financial Officer
PAN -: FWTPK5743L

Place: Mumbai
Date: 14th August, 2026

ANNEXURE – A
RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt. in ₹ Lakhs, Except Share Data)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Share Capital			
Authorised Share Capital			
No of Equity shares of face value of ₹10/- each	2,00,00,000	99,00,000	99,00,000
Equity Share Capital of face value of ₹10/- each	2,000.00	990.00	990.00
Issued, Subscribed and Paid up Share Capital			
No of Equity Shares of face value of ₹ 10/- each fully paid up	2,00,00,000	99,00,000	99,00,000
Equity Share Capital of Face value of ₹ 10/- each	990.00	990.00	990.00
Total	990.00	990.00	990.00
Reserves and Surplus			
(A) Surplus in Profit and Loss account			
Opening Balance for the year ended	392.25	(97.60)	(381.53)
Less: DTA impact of asset revaluation	(95.49)	-	-
Profit for the Year	1,186.90	489.85	283.93
Closing Balance as on year ended	1,483.66	392.25	(97.60)
(B) Revaluation Reserves			
Opening Balance for the year ended	1,061.24	1,138.56	698.84
Add: Additions during the year	-	-	482.23
Less: Depreciation	69.85	77.32	42.50
Closing Balance as on the year ended	991.40	1,061.24	1,138.56
Total Reserve & Surplus (A+B)	2,475.06	1,453.50	1,040.96

- The rights, preferences and restrictions attaching to each class of shares:
 - The company has one class of equity shares having a par value of ₹10 per share. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.
 - All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings.
 - The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting.
 - In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding."
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- As the company is not a subsidiary of any Company, its shares are not held by any holding or ultimate holding company.
- There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.
- There are no calls which are unpaid.
- The Company has not issued any securities convertible into equity or preference shares during the restatement period
- The Company has not forfeited any shares during the reporting period
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Company has carried out the revaluation of its PPE during the restatement, and carrying amount of Revaluation reserve is given above. For details of revaluation refer Annexure G
- The company has increased its Authorised share capital from ₹990.00 divided into 99,00,000 of ₹ 10 each to ₹2000.00 Lakhs divided into 2,00,00,000 Equity shares of ₹ 10 each by passing resolution dated 22nd October, 2025.
- The reconciliation of the number of Equity shares outstanding as at: -

Particulars	31-03-2026	31-03-2025	31-03-2024
Number of shares (Face value ₹ 10) at the beginning Period/year	99,00,000	99,00,000	15,00,000
Add: Fresh Issue of Equity Shares (Face value ₹ 10)	-	-	-
Add: Bonus Issue of Equity Shares (Face value ₹ 10)	-	-	-
Less: Buy Back of Equity shares (Face value ₹ 10)	-	-	-
Add: Right Issue of Equity Shares (Face value ₹ 10)	-	-	84,00,000
Number of shares (Face value ₹ 10) at the end of Period/year	99,00,000	99,00,000	99,00,000

- The detail of shareholders holding more than 5% of Total Equity Shares: -

Name of Shareholders	31-03-2026	31-03-2025	31-03-2024
Vipul Badani	50,49,000	59,40,000	59,40,000
Krupa Rajesh Badani	26,23,500	39,60,000	39,60,000
Total	76,72,500	99,00,000	99,00,000

13. Shares held by promoters at the end of the respective year is as under:

13.a Shares held by promoters at the year ended 31st March, 2026	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Promoter Name			
Vipul Badani	50,49,000	51.00%	-15.00%
Krupa Rajesh Badani	26,23,500	26.50%	-33.75%
Bhoomin Rajesh Badani	4,45,500	4.50%	NA
Total	81,18,000	82.00%	
13.b Shares held by promoters at the year ended 31st March, 2025	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Promoter Name			
Vipul Badani	59,40,000	60%	0.00%
Krupa Rajesh Badani	39,60,000	40%	0.00%
Total	99,00,000	100.00%	-
13.c Shares held by promoters at the end of the year 31st March 2024	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Promoter Name			
Vipul Badani	59,40,000	60%	0.00%
Krupa Rajesh Badani	39,60,000	40%	0.00%
Total	99,00,000	100.00%	-

14. Further there is no instance of Corporate action in last Five Year on account of

- Bonus Issue of equity shares by the company.
- Buyback of equity shares by the company.
- Issuance of equity shares issued pursuant to a contract without payment being received in cash except in FY 2023-24, the Company has issued 84,00,000 equity shares through a rights issue, wherein the subscription amount has been adjusted against outstanding loans from directors.

15. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – B RESTATED STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
A) Long Term Borrowings (Secured)			
(i) Secured			
(a) Term loans			
From Bank	587.65	504.45	162.46
From FI	-	418.47	-
	587.65	922.92	162.46
Less: Current Maturities of Long-Term Borrowings	97.08	73.89	65.62
Sub-total (a)	490.57	849.03	96.83
(b) Loans and advances from related parties & shareholders (Unsecured)			
From Bank	-	137.92	200.69
From FI	-	160.48	221.60
From Directors	-	-	121.83
		298.40	544.13
Less: Current Maturities of Long Term Borrowings		118.25	178.14
Sub-total (b)	-	180.15	365.99
Total (a+b)	490.57	1,029.18	462.82
B) Short Term Borrowings			
a) Secured			

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Loan Repayable on Demand			
From Banks	2,249.13	1,725.28	1,199.08
Sub total (a)	2,249.13	1,725.28	1,199.08
b) Unsecured			
From Banks	-	-	-
From FI	-	-	-
From Directors	12.85	24.41	11.05
Sub Total (b)	12.85	24.41	11.05
Current Maturities of Long Term Debt (c)	97.08	192.14	243.76
Total (a+b+c)	2,359.06	1,941.83	1,453.90

Note:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
3. The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
4. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B)
5. The Company does not have any continuing default in repayment of loans and interest as on the reporting date.

ANNEXURE – B(A)

RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY

(Amount in ₹ lakhs)

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount	Rate of interest*	Prime Securities offered	Re-Payment Schedule			Moratorium (In Months)	Outstanding amt as on (as per Books)		
						No of EMI (No of Months)	EMI Amount	EMI Start and Ending Date		31-03-2026	31-03-2025	31-03-2024
Long Term borrowing -												
Bank of Baroda	Working Capital Term Loan	Working Capital	46 (Earlier 166)	At BRLLR (Presently 7.90 %) (Subject to maximum of 9.25%)	Refer Note 3	60	4.61	Jan-22 To Dec-26	24	41.50	96.83	152.17
Central Bank of India	Term Loan	Vehicle - Car Loan	83.75	8.70%	Hypothecation of Vehicle	60	1.73	Jan-25 To Dec-29	3	66.08	80.37	-
UGRO CAPITAL LIMITED	Term Loan	Purchase of Plant and Machinery	20.14	UGRO Ref. Rate - 1.39% = 14.01 % (UGRO RR: 15.40% p.a.)	Hypothecation of Machinery	50	0.55	Aug-24 To Sept-28	2	-	18.18	-
L&T Finance Limited	Working capital	Working capital	490	BPLR - 11.15%=9.65% (BPLR: 20.80 % p.a.)	Refer Note 1	120	6.38	June-24 To May-34	-	-	400.29	-
CSB Bank Ltd	DROPLINE OD	Working Capital	285 (Earlier 350)	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Refer Note 2	84	4.17	Oct -24 To Sept-31	-	0.06	327.25	-
Bank of Baroda	DROPLINE OD	Working Capital	350	BRLLR+SP+0.10% =8.25% (BRLLR:7.90%; SP:0.25%)	Refer Note 3	60	5.83	April-26 To March-31		-		
Bank of Baroda	Working Capital Term Loan	Working Capital	185	BRLLR+1% = 7.85 % p.a (BRLLR : 6.85% p.a.)	Refer Note 3	48	5.14	June-20 To May-24	12		-	10.29
Bank of Baroda	Working Capital Term Loan	Working Capital	480	At BRLLR (Presently 7.90 %)	Refer Note 3	48	Ranges from 16.55 to 13.42	Jan-26 To Dec-29	12	480.00	-	-

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount	Rate of interest*	Prime Securities offered	Re-Payment Schedule			Moratorium (In Months)	Outstanding amt as on (as per Books)		
						No of EMI (No of Months)	EMI Amount	EMI Start and Ending Date		31-03-2026	31-03-2025	31-03-2024
Total Long Term (including Current Maturities of Long term Debt) (A)										587.65	922.92	162.46
Short Term borrowing -												
CSB Bank Ltd	Export Packing Credit (EPC)	Working Capital	650	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable			-	417.46	-	
CSB Bank Ltd	Cash Credit (Sub Limit of EPC)	Working Capital	(100)	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable			-	100.54	-	
CSB Bank Ltd	Post Shipment - FBD (Sub Limit of EPC)	Working Capital	(650)	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable			23.38	-	-	
Bank Of Baroda	Post Shipment - FBD	Working Capital	3,000	BRLLR+0.35% = 8.25 % p.a. (BRLLR: 7.90%)	Refer Note 3	On Demand Repayable			843.73	1,115.47	917.90	
Bank Of Baroda	Export Packing Credit (EPC) Sub Limit of FBD	Working Capital	(3,000)	BRLLR+0.35%= 8.25 % p.a. (BRLLR: 7.90%)	Refer Note 3	On Demand Repayable			1,382.03	91.80	281.18	
Bank Of Baroda	Gold Card for Exporters	Working Capital	600	<u>In Indian Currency</u> - BRLLR+0.35%= 8.25 % p.a. (BRLLR: 7.90%) <u>In Foreign Currency</u> - ARR+1.25 % p.a	Refer Note 3	Repayable within 90 Days from the Disbursement			^	^	^	
Total Short Term (B)										2,249.13	1,725.28	1,199.08

* Please note that all reference rates i.e. UGRO Reference rate, BRLLR, BPLR, Repo rate have been considered as applicable on the respective dates of sanction

Note 1 - L&T Finance Limited credit facility is having Collateral Security of Directors' personal property (Owned by Vipul Badani) situated at 803A, 803B, 804A & 804B Orion building of Vasant Galaxy Junction M.G Road Goregaon, Mumbai, 400090. Further in the Credit facility, Mr Vipul J Badani and Mrs Krupa Rajesh Badani are also co-borrower in loan.

Note 2. All Credit facilities of CSB Bank Ltd is secured by way of Personal Guarantee of Vipul Badani & Krupa Badani and having below immovable property owned by Company as Collateral Security for its credit facility

1. Commercial Property (Office No. 206(2nd Floor), 405,406,407(4th floor)), B Wing, ` Plaza, Chincholi Bunder Road, Mindspace, Near Grand Hometel Hotel, Malad West, Mumbai - 400060.

Note 3. All Credit facilities of Bank of Baroda is secured by way of Personal Guarantee of Vipul Badani, Krupa Badani and Bhoomin Badani and having below immovable property owned by Company as Collateral Security for its credit facility.

- a. Equitable Mortgage of Factory Plot situated at G.S. No.220/1 & 220/2 in this patta no.679, SF no. 220/1A1 land measuring 1046.300 sq.mtrs. located in Laxmi Nagar SF no 220 of Tirupur North Taluk no 4, Chettipalayam village, district Tirupur in the name of Company.
 - b. Office No.405, 4th Floor, 37.75 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - c. Office No.406, 4th Floor, 49.30 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - d. Office No.407, 4th Floor, 44.80 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - e. Office No.206, 2nd Floor, 49.30 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - f. NCGTC Covergae ₹4.80 cr. for WCTL sanctioned under CGSE Scheme, CGPAN No. CGXPGEN261220250142
 - g. Hypothecation of Plant & Machinery and Stock and Book Debts of the company (unencumbered both present & future).
- ^Gold card limit is used by the company in EPC or FBD limits wherever required

ANNEXURE – B(B) RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities.

(Amount in ₹ Lakhs)

Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Repayment Terms				Outstanding amount as at		
				No of EMI (No of Months)	EMI Amount	EMI Start and ending Date	Moratorium	31-03-2026	31-03-2025	31-03-2024
Krupa Rajesh Badani	Working capital	500.00	10.00%	On Demand Repayable				12.85	24.41	11.05
Vipul Badani	Working capital	1,200.00	10.00%	On Demand Repayable				-	-	121.83
Axis Bank limited	Working capital	50.00	15.10%	36	1.74	SEPT-24 TO AUG-27	Not Applicable	-	41.91	-
Godrej Finance limited	Working capital	35.00	16.00%	24	1.71	SEPT-24 TO AUG-26	Not Applicable	-	25.91	-
IndusInd Bank Limited	Working capital	50.00	15.50%	36	1.75	SEPT-24 TO AUG-27	Not Applicable	-	41.97	-
Kisetsu Saison Finance (India) pvt ltd	Working capital	50.00	16.00%	36	1.76	SEPT-24 TO AUG-27	Not Applicable	-	42.05	-
Kotak Mahindra Bank Limited	Working capital	65.00	15.48%	36	2.25	SEPT-24 TO AUG-27	Not Applicable	-	54.03	-
Moneywise Financial Services Pvt.Ltd.	Working capital	50.00	16.00%	36	1.76	SEPT-24 TO AUG-27	Not Applicable	-	42.04	-

Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Repayment Terms				Outstanding amount as at		
				No of EMI (No of Months)	EMI Amount	EMI Start and ending Date	Moratorium	31-03-2026	31-03-2025	31-03-2024
SMFG India credit company limited	Working capital	60.10	15.50%	36	2.10	SEPT-24 TO AUG-27	Not Applicable	-	50.48	-
Aditya Birla finance limited	Working capital	41.98	14.50%	36	1.44	OCT-23 TO SEP-26	Not Applicable	-	-	36.18
Axis Bank Limited	Working capital	35.00	15.00%	36	1.21	NOV -23 TO OCT-26	Not Applicable	-	-	30.88
Bajaj Finance limited	Working capital	33.94	16.00%	24	1.66	NOV-22 TO OCT-24	Not Applicable	-	-	11.04
Deutsche Bank	Working capital	50.00	15.00%	36	1.73	DEC-23 TO NOV-26	Not Applicable	-	-	45.57
IDFC First Bank Limited	Working capital	45.90	15.25%	36	1.60	SEP-21 TO OCT-24	Not Applicable	-	-	10.63
IDFC First Bank Limited	Working capital	32.64	15.50%	36	1.14	DEC-23 TO NOV-26	Not Applicable	-	-	29.71
HDFC Bank Limited	Working capital	25.00	15.50%	36	0.87	SEP-22 TO AUG-25	Not Applicable	-	-	13.24
Fullerton India Credit Co. Limited	Working capital	50.00	15.50%	36	1.75	SEP-22 TP AUG-25	Not Applicable	-	-	26.49
FED bank Financial services limited	Working capital	40.30	15.00%	36	1.40	DEC-23 TO NOV-26	Not Applicable	-	-	36.66
IndusInd Bank Limited	Working capital	35.00	16.00%	37	1.23	SEP-22 TO SEP25	Not Applicable	-	-	18.61
Kotak Mahindra Bank	Working capital	50.00	14.50%	30	2.00	NOV-21 TO APRIL-24	Not Applicable	-	-	1.97
UGRO Capital Limited	Working capital	50.15	16.05%	36	1.76	Oct-2023 TO Sept-2026	Not Applicable	-	-	43.37
L&T Finance Limited	Working capital	25.00	18.00%	36	0.88	SEP-22 TO AUG-25	Not Applicable	-	-	13.29
TATA Capital Financial Services Limited	Working capital	60.00	15.00%	36	2.08	Dec-2023 TO Nov-2026	Not Applicable	-	-	54.58
Yes Bank Limited	Working capital	60.00	15.00%	36	2.08	SEP-23 TO AUG-26	Not Applicable	-	-	50.06
Aditya Birla Finance Limited	Working capital	40.00	15.50%	36	1.40	SEP-22 TO AUG-25	Not Applicable	-	-	-
Axis Bank Ltd	Working capital	50.00	15.00%	36	1.73	Oct 21 - Sept 24	Not Applicable	-	-	-

Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Repayment Terms				Outstanding amount as at		
				No of EMI (No of Months)	EMI Amount	EMI Start and ending Date	Moratorium	31-03-2026	31-03-2025	31-03-2024
Deutsche Bank AG India	Working capital	50.00	16.65%	36	1.76	Nov 21- Oct 24	Not Applicable	-	-	-
FEDBANK FINANCIAL SERVICES LTD	Working capital	30.00	15.50%	37	1.05	Sept 22 - Aug 25	Not Applicable	-	-	-
TATA Capital Financial Services Limited	Working capital	43.00	15.00%	36	1.49	Nov 21- Oct 24	Not Applicable	-	-	-
Yes Bank Ltd	Working capital	50.00	15.50%	36	1.75	Sept 22 - Aug 25	Not Applicable	-	-	-
Total								12.85	322.81	555.18

ANNEXURE – C
RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	63.99	429.71	350.17
Deferred Tax Assets/(Liabilities) (A)	16.11	108.15	88.13
Timing difference on unabsorbed losses	-	-	432.98
Deferred Tax Assets/(Liabilities) on unabsorbed losses (B)	-	-	108.97
Timing Difference Due to Gratuity Expenses	169.65	113.56	97.44
Deferred Tax Assets/(Liabilities) (C)	42.70	28.58	24.52
Timing Difference u/s 43 B (H)	0.88	-	-
DTA on Timing Difference (C)	0.22	-	-
Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B+C)	59.02	136.73	221.63

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – D
RESTATED STATEMENT OF LONG TERM PROVISIONS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Provision for Employee Benefits			
Provision for Gratuity	108.45	80.31	66.33
Total	108.45	80.31	66.33

Note: 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

Note: 2. The disclosure of Employee Benefits as defined in the Accounting Standard 15 - "Employee Benefits", is given at Note No 8 of Annexure AE.

ANNEXURE – E
RESTATED STATEMENT OF TRADE PAYABLES

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Trade Payables			
For Goods & Services			
*Dues of micro enterprises and small enterprises	1.87	-	-
Others	82.09	46.58	158.49
Unbilled Trade Payables	-	-	-
Total	83.95	46.58	158.49

* Dues of micro enterprises and small enterprises includes medium category of trade payables as well.

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.
- MSME category of Trade payables has been identified by the management.

Trade Payables ageing schedule: As at March 31, 2026

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1.87	-	-	-	1.87
(ii) Others	-	81.54	-	-	0.55	82.09
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule: As at March 31, 2025

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	42.41	1.08	3.09	-	46.58
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule: As at March 31, 2024

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	155.50	2.98	-	-	158.49
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

ANNEXURE – F

RESTATED STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Other Current Liabilities			
Interest accrued but not due	1.11	4.30	5.28
Statutory Payables	14.51	22.27	13.23
Salary and wages Payables	45.02	42.49	47.41
Director Sitting Fees Payable	0.27		
Advances Received from Customers	51.37	52.72	43.96
Expenses Payable	20.27	-	-
Sundry Creditors for Expenses	0.36	1.55	-
MSME Delay Payment Interest Payable	0.47		
Credit Card Expenses Payable	9.35	-	-
Audit Fees Payable	4.95	1.04	0.79
Provision for Corporate Social Responsibility	-	-	-
Overdrawn current account balances (Refer Note 2)	-	6.47	-
Total	147.68	130.85	110.66
Short Term Provisions			
Provision for Gratuity Expenses	61.20	33.25	31.11
Provision for interest on shortfall of advance tax	24.53	-	-
(i) Provision for income tax	428.67	50.81	
(ii) Less: Advance Tax	270.00	-	
(iii) Less: TDS/TCS	0.25	3.30	
(iv) Provision for Income Tax Net of Advance Tax, TDS & TCS (i-ii-iii)	158.42	47.51	-
Total	244.15	80.76	31.11

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- Overdrawn current account balances disclosed in Other Current Liabilities represents the amount by which the cheques issued but not presented exceeds the actual balance as per bank statement as at the reporting dates.

ANNEXURE – G
Restated Statement Of Property, Plant & Equipment

(Amount in ₹ lakhs)

FY 2025-26

Particulars	Gross Block					Depreciation					Net Book Value	
	As at March 31, 2026	Additions	Revaluation	Deductions	As at March 31, 2026	As at March 31, 2025	For the year	Revaluation	On Deductions	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
Property, Plant and Equipment												
Freehold Land	332.86	100.77	-	-	433.64	-		-	-	-	433.64	332.86
Office Premises	617.46	-	-	-	617.46	122.26	3.61	25.69	-	151.55	465.91	495.20
Factory Building	998.65	2.72	-	-	1,001.37	368.10	24.00	44.16	-	436.27	565.10	630.54
Furniture & Fixtures	163.09	10.96	-	-	174.05	130.83	8.95	-	-	139.78	34.27	32.26
Plant & Equipment	634.51	17.86	-	-	652.38	406.00	42.73	-	-	448.73	203.65	228.52
Motor Vehicles	144.12	10.85	-	27.67	127.30	46.27	25.42	-	25.96	45.73	81.57	97.85
Office Equipment	67.97	3.30	-	-	71.27	55.30	4.27	-	-	59.57	11.70	12.68
Computers	54.76	2.92	-	-	57.68	47.27	3.34	-	-	50.61	7.07	7.49
Total	3,013.43	149.38	-	27.67	3,135.14	1,176.02	112.32	69.85	25.96	1,332.23	1,802.90	1,837.41

(Amount in ₹ lakhs)

FY 2025-26

Particulars	Gross Block					Depreciation					Net Book Value	
	As at March 31, 2024	Additions	Revaluation	Deductions	As at March 31, 2025	As at March 31, 2024	For the year	Revaluation	On Deductions	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Property, Plant and Equipment												
Freehold Land	314.15	18.71	-	-	332.86	-				-	332.86	314.15
Office Premises	617.46	-	-	-	617.46	91.10	3.79	27.36	-	122.26	495.20	526.36
Factory Building	998.65	-	-	-	998.65	291.90	26.24	49.96	-	368.10	630.54	706.75
Furniture & Fixtures	149.49	13.60	-	-	163.09	121.67	9.16	-	-	130.83	32.26	27.82
Plant & Equipment	570.11	86.52	-	22.12	634.51	369.85	47.81	-	11.66	406.00	228.52	200.26
Motor Vehicles	43.63	100.49	-	-	144.12	38.05	8.22	-	-	46.27	97.85	5.58
Office Equipment	60.33	7.64	-	-	67.97	52.66	2.63	-	-	55.30	12.68	7.67
Computers	50.31	4.45	-	-	54.76	43.62	3.65	-	-	47.27	7.49	6.69
Total	2,804.13	231.42	-	22.12	3,013.43	1,008.86	101.51	77.32	11.66	1,176.02	1,837.41	1,795.27

(Amount in ₹ lakhs)

FY 2025-26

Particulars	Gross Block					Depreciation					Net Block	
	As at	Additions (*)	Revaluation (Refer Note 2)	Deletions	As at	As at	For the period	Revaluation	Deletions	As at	As at	As at
	01-04-2023				31-03-2024	01-04-2023				31-03-2024	31-03-2024	31-03-2023
Freehold Land	233.39		80.76	-	314.15	-	-	-	-	-	314.15	233.39
Office Premises	527.20	-	90.26	-	617.46	63.40	3.99	23.72	-	91.10	526.36	463.81
Factory Building	687.44	-	311.21	-	998.65	244.12	29.00	18.78	-	291.90	706.75	443.32
Furniture & Fixtures	144.39	5.10	-	-	149.49	113.35	8.33	-	-	121.67	27.82	31.05
Plant & Equipment	527.04	43.07	-	-	570.11	331.01	38.85	-	-	369.85	200.26	196.03
Motor Vehicles	67.08	-	-	23.45	43.63	57.06	1.74	-	20.75	38.05	5.58	10.03
Office Equipment	58.06	2.27	-	-	60.33	50.59	2.07	-	-	52.66	7.67	7.47
Computers	46.19	4.11	-	-	50.31	40.68	2.94	-	-	43.62	6.69	5.52
Total	2,290.81	54.55	482.23	23.45	2,804.13	900.20	86.91	42.50	20.75	1,008.86	1,795.27	1,390.61

Note 1

Revaluation of Property, Plant and Equipment

During the FY 2023-24, the Company carried out a revaluation of its Property, Plant and Equipment (PPE). The revaluation was conducted by an independent Registered Valuer vide reports dated 28th Feb 2024 and 04th March, 2024 in accordance with applicable provisions of the Companies Act, 2013.

- Method used: Market Price Method, based on prevailing fair market values of comparable assets.
- Asset revalued: Free Hold Land, Factory Building & Office Premises.
- Impact of revaluation:
- The gross carrying amount of has been increased by
Building- ₹ 31120703
Freehold Land- ₹ 8076355
Office Premises- ₹ 9025621
- The corresponding increase has been credited to Revaluation Reserve under Equity.
- Depreciation impact: Depreciation for subsequent periods will be charged on the revalued amount.

ANNEXURE – H
RESTATED STATEMENT OF NON-CURRENT INVESTMENTS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Non-Current Investment (At Cost)			
None	-	-	-
	-	-	-
Total	-	-	-
Aggregate amount of quoted investments	-	-	-
Aggregate amount of Market Value of quoted investments	-	-	-
Aggregate amount of unquoted investments	-	-	-
Aggregate provision made for diminution in value of investments	-	-	-

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – I
RESTATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Unsecured, Considered Good unless otherwise stated			
Loans and Advances to Related Parties - Director	375.52	221.09	-
Total	375.52	221.09	-

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- Disclosure of Loans given to Promoters, Directors, KMP and Other related parties as given below.

Type of Borrower	Amount of loans and advance in the nature of Loan outstanding		
	31-03-2026	31-03-2025	31-03-2024
Promoter	375.52	221.09	-
Director	-	-	-
KMP	-	-	-
Related party	-	-	-
Type of Borrower	Percentage to the total Loans and advance in the nature of loans		
	31-03-2026	31-03-2025	31-03-2024
Promoter	100.00%	100.00%	NA
Director	0.00%	0.00%	NA
KMP	0.00%	0.00%	NA
Related party	0.00%	0.00%	NA

- There are no Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or period of repayment, therefore, no disclosure is given thereof.

ANNEXURE – J
RESTATED STATEMENT OF NON-CURRENT ASSETS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Unsecured, Considered Good unless otherwise stated			
Security Deposits held for more than 12 months	5.64	4.99	4.99
Fixed Deposits held more than 12 months (1 Year)	-	-	10.65
Total	5.64	4.99	15.65

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – K
RESTATED STATEMENT OF INVENTORY

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Raw Materials	513.93	876.24	376.26
Raw Materials in transit	59.05	117.41	148.20
Work-in progress	143.27	540.74	387.57
Finished Goods	1,697.31	1,419.19	575.21
Total	2,413.56	2,953.59	1,487.24

Note:-

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
2. Entire inventory of the Company has been hypothecated as security against certain bank borrowings of the Company as at reporting dates. For lien/charge against inventory, refer Annexure B(A).

ANNEXURE – L
RESTATED STATEMENT OF TRADE RECEIVABLES

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
(Unsecured and considered Good)			
Trade Receivable	1,599.21	206.78	363.44
Less: Provision for Bad and Doubtful debts	-	-	-
Total	1,599.21	206.78	363.44

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
3. In the Opinion of management, There is no accounts receivable balances which requires provision towards bad and doubtful debts as on the end of respective year.
4. Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.
5. There are no unbilled trade receivable from customers on any on the reporting dates as above. Further since there is no credit period punched in system, therefore ageing is prepared basis of accounting date and accordingly there are no balances which are not due as on the end of respective period/year.
6. For lien/charge against trade receivables refer Note No. B(a).
7. No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person and no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except as reported.

Trade Receivables ageing schedule as at 31st March, 2026

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	-	1,599.21	-	-	-	-	1,599.21
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March, 2025

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	206.31	0.47	-	-	-	206.78
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March, 2024

(Amount in ₹ lakhs)

Particulars	Outstanding for following periods from the date of transaction						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	-	363.38	0.07	-	-	-	363.44
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-	-

**ANNEXURE – M
RESTATED STATEMENT OF CASH & BANK BALANCES**

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
A) Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)			
Balances with Banks in Current Accounts	2.82	4.03	151.03
Balances with Bank in CC Account	5.96		
Cash on Hand (As certified and verified by Management)	6.53	5.18	5.85
Other Bank Balances (Original Maturity less than 3 months)	62.75	44.75	9.50
B) Other Bank Balances			
*Bank Deposits (Original Maturity More than 3 Months but less than 12 months)	-	11.23	
Total	78.07	65.19	166.38

Note:-

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

**ANNEXURE – N
RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Unsecured, Considered Good unless otherwise stated			
Balance With Revenue Authorities	374.69	233.34	109.58
Advance to Staff	49.55	40.82	39.39
Prepaid Expenses	31.38	9.93	10.40
Advance to supplier	98.94	35.39	95.88
Advance Tax & TDS	-	-	3.30
Less: Provision for Income Tax	-	-	-
Advance Tax & TDS (Net of Provisions)	-	-	3.30
TDS Receivable from NBFC	2.07	3.12	1.25
Total	556.63	322.59	259.80

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – O
RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Security Deposit recoverable within 12 months	5.10	4.63	4.85
IPO Expenses	3.26	-	-
Total	8.36	4.63	4.85

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – P
RESTATED STATEMENT OF RESTATED REVENUE FROM OPERATION

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Sale of products Manufactured	7,629.23	5,281.82	3,691.12
Sub Total (A)	7,629.23	5,281.82	3,691.12
Major Break up of Goods Manufactured			
Knitted Garments	2,170.74	1,458.42	1,185.91
Woven Garments	5,458.49	3,823.39	2,505.21
Other operating revenue			
Duty Drawback Received	23.55	24.68	12.50
Sales of License (ROSCTL Duty Free Scrips)	33.86	-	18.72
Job work income	2.48	0.75	0.61
Sub Total (B)	59.89	25.43	31.83
Total (A+B)	7,689.11	5,307.24	3,722.94
<i>*Revenue is net of Goods & Service Tax</i>			
Breakup of Sale of Product Manufactured into Domestic and Export			
Domestic Sales	90.24	323.54	451.30
Export Sales	7,538.98	4,958.27	3,239.81

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- The figures disclosed above are based on the restated summary statement of profit and loss of the Company.

ANNEXURE – Q
RESTATED STATEMENT OF OTHER INCOME

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
<u>Interest Income</u>			
Bank FDR Interest	0.09	2.23	0.57
Interest on IT Refund	-	-	0.08
Interest from Directors	30.15	3.82	-
Foreign Exchange Gain/(Loss)	322.62	191.16	86.12
Sundry balances written back	28.66	-	-
ROSCTL Receipt	11.67	-	-
Rebate & Discount from Suppliers	12.43	1.20	0.11
Sample Development Charges	-	-	3.94
Profit on sale of car	0.65	-	-
Total	406.28	198.40	90.81

Note

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- The figures disclosed above are based on the restated summary statement of profit and loss of the Company

ANNEXURE – R
RESTATED SATATMENT OF COST OF MATERIAL CONSUMED

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Cost of Material Consumed			
Opening Stock of Raw Material	876.24	376.26	133.53
Opening Stock of Raw Material in transit	117.41	148.20	82.75
Add: Purchases during the year	2,788.52	3,611.46	1,769.15
Less: Closing stock of Raw Material in transit	59.05	117.41	148.20
Less: Closing stock of Raw Material	513.93	876.24	376.26
Total	3,209.19	3,142.27	1,460.97
Breakup of Raw Material purchases under broad heads are as under -:			
Accessories	989.65	1,232.29	479.70
Fabric	1,706.75	2,349.39	1,263.90
Yarn	68.95	5.28	4.49
Spare Parts Purchase	0.59	2.10	-
Total	2,765.94	3,589.07	1,748.09
Breakup of Imported and Indigenous Raw Material and Components & Stores and Spares			
Imported	1,681.83	2,581.21	1,130.33
Indigenous	1,106.69	1,030.25	638.81
	2,788.52	3,611.46	1,769.15
Imported %	60.31%	71.47%	63.89%
Indigenous %	39.69%	28.53%	36.11%

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – S
RESTATED SATATMENT OF PURCHASE OF STOCK IN TRADE

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Purchase of Stock in Trade			
Purchase of Stock in Trade	-	-	-
Total	-	-	-

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – T
RESTATED STATEMENT OF CHANGES IN INVENTORIES

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Closing Inventories			
WIP	143.27	540.74	387.57
Finished Goods	1,697.31	1,419.19	575.21
Sub Total (A)	1,840.58	1,959.93	962.78
Opening Inventories			
WIP	540.74	387.57	375.61
Finished Goods	1,419.19	575.21	703.25
Sub Total (B)	1,959.93	962.78	1,078.86
Changes in Inventories	119.36	(997.15)	116.08

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – U
RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
(i) Salary and Wages			
Salary	351.77	121.80	97.23
Director Remuneration	122.50	36.00	36.00
Wages	1,060.97	1,119.26	826.55
(ii) Contribution to Provident & Other Funds			
Gratuity expenses -	77.04	16.12	25.17
Contribution towards PF and ESIC and Other Funds	61.89	48.86	39.23
(iii) Staff Welfare Expense			
Staff Welfare	52.63	36.02	14.25
Mediclaim for Staff	2.37	1.96	2.13
Total	1,729.18	1,380.02	1,040.56

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- The disclosure of Employee Benefits as defined in the Accounting Standard 15 - "Employee Benefits", is given in Annexure AE

ANNEXURE – V
RESTATED STATEMENT OF FINANCE COST

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Interest Expenses:			
Interest on Loans	326.97	262.26	146.29
Interest on shortfall of Advance Tax	24.53	-	-
Interest on Delay payment of Direct Tax	6.26	0.72	3.03
Interest on Delay payment of Indirect Tax	0.93	0.03	0.70
Interest on late payment of MSME Parties	0.47		
Other Borrowing Cost	15.70	19.19	6.40
Total	374.86	282.20	156.42

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – W
RESTATED STATEMENT OF DEPRECIATION & AMORTISATION

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Depreciation on Property, Plant and Equipments	112.32	101.51	86.91
Amortization of Intangible Assets	-	-	-
Total	112.32	101.51	86.91

Notes

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
- Depreciation on Property, Plant and Equipments recorded in Statement of Profit and Loss account is excluding of depreciation on revaluation effect. Depreciation on revaluation effect has been disclosed in Revaluation reserve separately.

ANNEXURE – X
RESTATED STATEMENT OF OTHER EXPENSES

(Amount in ₹ lakhs)

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Direct Manufacturing Expenses			
Printing Charges (On Garment & Cloth)	0.75	5.63	9.56
Processing Charges	4.24	2.19	0.24

Particulars	for the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Labour/Job Work Charges	1.41	207.23	6.14
Dyeing Charges	58.45	6.09	7.77
Checking and Other Charges	3.17	0.04	0.11
Other Materials Consumption	12.72	1.07	1.07
Testing Charges	12.09	13.01	7.08
Embroidery Charges	5.31	2.98	3.27
Electricity Charges	27.34	28.81	34.20
Factory Expenses	36.71	34.91	7.66
Rent on Machinery	1.42	2.31	2.34
Knitting Charges	12.41	4.41	0.22
Packing Expenses	30.68	43.99	34.03
Sub Total (A)	206.71	352.68	113.68
Selling and Administrative Expenses			
Advertising Charges and Sales Promotion	8.61	6.21	3.66
Audit Fees	5.50	2.27	0.50
Audit Fees - Foreign	-	-	-
Commission	2.19	-	0.30
Bank Charges	17.97	58.36	35.94
Conveyance	0.39	0.14	0.08
Corporate Social Responsibility Expenses	8.00	-	-
Donation	0.11	-	2.05
Director Sitting Fees	2.60	-	-
Insurance	4.27	4.49	3.26
GST Demands paid	0.40	3.31	1.21
Legal & Professional Fees	50.85	40.93	35.19
Legal & Professional Fees - Foreign	24.71	7.93	45.62
Rent Paid	11.31	12.45	17.98
Repairs & Maintenance	72.95	68.73	38.35
Telephone & Mobile Expenses	3.67	3.84	3.72
Transportation & Freight	121.67	103.32	70.70
Local Travelling Expenses	15.56	20.12	15.24
Foreign Travelling Expenses	19.07	12.95	0.68
Membership & Subscription	2.42	0.02	0.25
Certification Charges	9.97	11.78	3.30
Computer Expenses	9.59	5.04	2.83
Forwarding & Clearing Charges	200.54	176.32	135.80
General Expenses	31.70	5.41	8.48
GST Write off	1.49	-	-
GST Penalty	1.35	-	-
Income tax demand	0.15		
Custom penalty	1.01	0.63	1.06
PF ESIC Penalty	0.05	-	-
License Fees	5.29	2.97	0.72
O/s Duty Drawback (Air) w/o	-	-	1.27
O/s Duty Drawback (Sea) w/o	-	-	11.82
Office Expenses	1.11	2.07	3.34
Postage & Courier Expenses	45.28	44.25	32.57
Printing & Stationery	19.45	13.44	8.23
Property Tax	3.91	3.69	4.97
Registration Fees	0.16	-	-
ROC Charges	9.60	-	-
Miscellaneous Expenses	1.74	2.51	9.96
Asset Discarded	0.61	-	-
Sundry Balance Write off	22.71	-	-
Loss on sale or disposal of Property, Plant and Equipment	-	1.88	-
Sub Total (B)	737.92	615.08	499.10
Total (A+B)	944.63	967.75	612.78

Notes

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – Y
RESTATED STATEMENT OF RELATED PARTY TRANSACTION

List of Related Parties as per AS – 18

Particulars	Names of related parties	Nature of Relationship
Directors and Key Management Personnel (KMP)	Vipul Badani	Promoter, Director w.e.f. 24th August, 2006
	Bhoomin R Badani	Promoter & Executive Director w.e.f. October 22, 2025, further re-designated as Whole Time Director w.e.f January 02, 2026
	Dhriti Drolia	Non- Executive Director w.e.f. 22nd October, 2025 (Ceased w.e.f 27th February, 2026)
	Krupa Rajesh Badani	Promoter & Director (Director up to 14.10.2025, Reappointed as Non-executive Director w.e.f. March 02, 2026)
	Dharini Jatania	Independent Director w.e.f. 02nd January, 2026
	Kadambari Rushin Mehta	Independent Director w.e.f. 02nd January, 2026
	Saira Tabrez Khan	Chief Financial Officer w.e.f. 1st November, 2025
	Pradeep Devanand Prajapati	Company Secretary w.e.f. 28th November, 2025
Enterprises in which KMP/Relatives of KMP can exercise significant influence	Silvertraq International Private Limited	Group company
Relative of KMP	Pratiksha V. Badani	Relatives of Director
	Rajesh J. Badani	Relatives of Director
	Sneha B. Badani	Relatives of Director

(Amount in ₹ lakhs)

Transaction		Year end		
		31-Mar-26	31-Mar-25	31-Mar-24
(i) Transactions with Director				
1	Vipul Badani			
	Director Remuneration given	42.00	24.00	24.00
	Remuneration payable Outstanding (Cr.)	-	-	1.35
	Reimbursement of Expenses	46.40	63.63	41.68
	Reimbursement of Expenses payable	1.87	-	-
	Opening Balance of Loan -Cr/(Dr.)	(221.09)	121.83	944.12
	Loan given by the company during the year- Cr./(Dr.)	(384.36)	133.64	410.16
	Repayment during the year	260.08	472.74	728.45
	Right Issue subscription amount adjusted against loan	-	-	504.00
	Interest Income on loan given	30.15	3.82	-
	Closing Balance -Cr/(Dr.)	(375.52)	(221.09)	121.83
2	Bhoomin R Badani			
	Salary Given	42.00	12.00	12.00
	Salary Payable Outstanding (Cr)	1.00	1.00	0.37
	Reimbursement of Expenses	48.95	24.35	3.53
	Reimbursement of Expenses payable	5.48	-	-
	Opening Balance of Advance/Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	12.71	-	-
	Repayment during the year	12.71	-	-
	Closing Balance -Dr/(Cr.)	-	-	-
3	Krupa Rajesh Badani			
	Director Remuneration given	38.50	12.00	12.00
	Remuneration payable Outstanding (Cr.)	0.42	0.42	0.89
	Director Sitting Fees	0.60	-	-
	Director Sitting Fees Payable	0.09	-	-
	Reimbursement of Expenses	1.00	2.11	4.43
	Reimbursement of Expenses payable	0.16	-	-
	Opening Balance of Loan -Cr/(Dr.)	24.41	11.05	256.99
	Loan received by the company during the year- Cr./(Dr.)	69.95	104.06	385.32
	Repayment during the year	81.51	90.70	295.27
	Right Issue subscription amount adjusted against loan	-	-	336.00

Transaction		Year end		
		31-Mar-26	31-Mar-25	31-Mar-24
	Closing Balance -Cr/(Dr.)	12.85	24.41	11.05
4	Dharini Jatania			
	Full and Final Settlement of Employee dues prior to 01-04-2022	-	-	-
	Director Sitting Fees	1.00		
	Director Sitting Fees Payable	0.09		
5	Kadambari Rushin Mehta			
	Director Sitting Fees	1.00		
	Director Sitting Fees Payable	0.09		
(ii) Transaction with Group Companies				
6	Silvertraq International Private Limited			
	*Supply of Services - Advertising Charges	-	-	39.32
	Sale of Goods	-	224.67	225.67
	Sale of Machineries	-	8.58	
	Outstanding Balance of Debtor	-	1.42	46.32
	Labour Charges Services Received	-	202.83	-
	Outstanding Balance of Supplier	-	-	-
	*The Company has incurred advertisement expense on behalf of the group company which later on reimbursed by the group company.			
(iii) Transaction with Relative of Director/KMP				
7	Pratiksha V. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.35
	Reimbursement of Expenses	1.81	3.50	0.58
	Reimbursement of Expenses payable	0.02	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	0.74	-	-
	Repayment during the year	0.74	-	-
	Closing Balance -Dr/(Cr.)	-	-	-
8	Rajesh J. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.62
	Reimbursement of Expenses	11.64	10.78	4.80
	Reimbursement of Expenses payable	0.99	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	0.21	-	0.03
	Repayment during the year	0.21	-	0.03
	Closing Balance -Dr/(Cr.)	-	-	-
9	Sneha B. Badani			
	Salary Given	36.00	12.00	12.00
	Salary Payable Outstanding (Cr)	-	-	0.75
	Reimbursement of Expenses	21.22	13.79	0.81
	Reimbursement of Expenses payable	0.84	-	-
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	4.56	13.79	0.81
	Repayment during the year	4.56	13.79	0.81
	Closing Balance -Dr/(Cr.)	-	-	-
10	Saira Tabrez Khan			
	Salary Given	5.90	4.56	3.06
	Salary Payable Outstanding (Cr)	0.55	0.34	0.26
	Opening Balance of Loan -Dr/(Cr.)	-	-	-
	Loan given by the company during the year- Dr./(Cr.)	3.50	-	-
	Repayment during the year	-	-	-
	Closing Balance -Dr/(Cr.)	3.50	-	-
11	Dhriti Drolia			
	Reimbursement of Expenses	-	0.45	-
	Reimbursement of Expenses payable	-	-	-
12	Pradeep Prajapati			
	Salary Given	2.92	-	-
	Salary Payable Outstanding (Cr)	0.80	-	-

Notes-

5. list of Related parties has been identified by the management and relied upon by the Auditor.
6. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.
7. The Director Remuneration/Salary does not include provision made for gratuity as they are determined on an actuarial basis for all employees including directors and KMPs. Further, the above also does not include contribution of company towards PF and other funds relating to directors and KMPs. All such defined benefit plans and contributions have been disclosed in detail in Annexure AE on consolidated basis. Therefore, it has been excluded from separate disclosure for directors and KMPs.
8. (i) Sales: The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists.
(ii) Purchases / Procurement: The purchases / procurements from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.
(iii) Other Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured. There have been no guarantees provided or received for any related party receivables or payables. The Company has not recorded any impairment of receivables relating to amounts owed by related parties as at reporting dates. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. There are no commitments with related parties.

ANNEXURE – Z
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amount in Lakhs ₹ Except Per Share Data)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
Net Worth (A)	2,473.65	1,382.25	892.40
Restated Profit after tax (B)	1,186.90	489.85	283.93
Add/(less): Extra-Ordinary Items in Statement of Profit and Loss	-	-	-
Adjusted Profit after Tax (C)	1,186.90	489.85	283.93
Number of Equity shares (Face Value ₹ 10) outstanding as on the of Year (D)	99,00,000	99,00,000	99,00,000
Weighted Average Number of Equity shares after considering Fresh Issue of Equity Shares (Face Value ₹ 10) (E)	99,00,000	99,00,000	25,32,787
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (₹) (C/E)	11.99	4.95	11.21
Return on Net worth (%) (B/A)	47.98%	35.44%	31.82%
Net asset value per share(A/D) (Face Value of ₹ 10 Each) Based on outstanding equity shares as at the year end	24.99	13.96	9.01
Net asset value per share(A/E) (Face Value of ₹ 10 Each) Based on weighted average number of equity shares outstanding during the year.	24.99	13.96	35.23
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	1,671.67	797.05	486.15

Notes:

- 1) The ratios have been computed as below:
 - (a) Basic earnings per share (₹): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the year or year
 - (b) Diluted earnings per share (₹): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the year or year for diluted EPS
 - (c) Earnings per share (₹) Before extra-ordinary Items means PAT as adjusted for extra-ordinary item to eliminate the impact of Extra Ordinary item in current year PAT. Whereas Earnings per share (₹) After extra Ordinary Items means PAT as shown in Statement of Profit and Loss account and the same is without eliminating the impact of Extra Ordinary item in current year PAT.
 - (d) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the year or year
 - (e) Net assets value per share: Net Worth at the end of the year or year / Total number of equity shares outstanding at the end of the year
 - (f) EBITDA has been calculated as as profit before tax add depreciation, interest cost and non-operating expenses less other income.
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year/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 year/year.
- 3) Net worth is equals to Equity share capital + Reserves and surplus (including of Securities Premium, General Reserve and surplus in statement of profit and loss but excludes balance of revaluation reserve.)
- 4) The figures disclosed above are based on the restated summary statements.

- 5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- 6) The Company has issued 84,00,000 equity shares through a rights issue, wherein the subscription amount has been adjusted against outstanding loans from directors on 16th February, 2024 to the existing Equity Shareholders.
- 7) The company has increased its Authorised share capital from ₹ 990.00 divided into 99,00,000 of ₹ 10 each to ₹ 2000.00 Lakhs divided into 2,00,00,000 Equity shares of ₹ 10 each by passing resolution dated 22nd October, 2025.

ANNEXURE – AA
RESTATED STATEMENT OF CAPITALISATION

(Amount in ₹ lakhs)

Particulars	Pre-Issue	Post Issue
	31-03-2026	
Debt		
Current borrowing (excluding current maturity)	2,261.98	2,261.98
Non Current borrowing (including current maturity)	587.65	587.65
Total Debt	2,849.63	2,849.63
Shareholders' Fund (Equity)		
Equity Share Capital	990.00	1,345.20
Reserves & Surplus	1,483.65	5,639.49
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	2,473.65	6,984.69
Long Term Debt/Equity	0.24	0.08
Total Debt/Equity	1.15	0.41

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2026
4. For the purpose of calculation of Shareholder's Fund as on March 31, 2026, revaluation reserve has been excluded.

ANNEXURE – AB
RESTATED STATEMENT OF TAX SHELTER

(Amount in ₹ lakhs)

Particulars		for the Year ended on		
		31-03-2026	31-03-2025	31-03-2024
A	Profit before taxes as restated before extra ordinary items	1,605.86	629.06	340.02
	Adjustments:			
B	Permanent Differences			
	Donation	0.11	-	2.05
	Interest on Late payment of TDS and Direct Tax	30.79	0.72	3.03
	Asset Discarded	0.61	1.88	-
	Profit on sale of car	(0.65)		
	MSME interest disallowance	0.47		
	Corporate Social Responsibility Expenses	8.00	-	-
	Penalty Disallowed U/s 37	2.81	0.63	1.06
	Income Tax Demand Paid	0.15		
	Fees for increase in the authorised share capital	9.60	-	-
	Income Tax Write off	8.63		
	Total Expenses disallowed	60.50	3.23	6.14
	Total Permanent Differences	60.50	3.23	6.14
C	Timing Difference			
	Difference between tax depreciation and book depreciation	11.99	0.34	(1.71)
	Provision for Gratuity	56.09	16.12	25.17
	Expenses Disallowed under Section 43 B (h)	0.88		
	Total Timing Differences	68.96	16.46	23.46
D	Net Adjustment (D) = (C+B)	129.45	19.69	29.60
E	Taxable Income (E) = (A+D)	1,735.31	648.75	369.62
F	Unabsorbed Business losses & Depreciation	-	432.98	802.60
G	Set off of Current year taxable income with carried forwarded Business Losses & unabsorbed depreciation	-	(432.98)	(369.62)

Particulars		for the Year ended on		
		31-03-2026	31-03-2025	31-03-2024
H	Unabsorbed business losses & depreciation carry forwarded to next year H= (F+G)	-	-	432.98
I	Total Tax expenses before Interest I= 25.167% of (E+G)	436.74	54.31	-
J	Interest U/s 234A, B and C of Income Tax Act	-	-	-
K	Total Tax expenses K= (I+J)	436.74	54.31	-
L	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal U/s 115BAA Opted		

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above. Further During the period of Restatement, Company has Opted the Section 115BAA, therefore MAT provisions are not applicable to the Company.
2. The current tax and deferred tax adjustments arising from the restatement of the financial statements have been determined and recognised in accordance with Accounting Standard (AS) 22 – Accounting for Taxes on Income, as prescribed under the Companies (Accounting Standards) Rules, 2021, notified under Section 133 of the Companies Act, 2013, as applicable to the Company.
3. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – AC
RESTATED STATEMENT OF CONTINGENT LIABILITIES & CAPITAL COMMITMENT

(Amount in ₹ lakhs)

Particulars	As at		
	31-03-2026	31-03-2025	31-03-2024
(A) Capital Commitment			
Estimated amount of contract remaining to be executed on capital account & not provided for (Capital Advance)	-	-	-
Total (A)	-	-	-
(B) Contingent liability in respect of-			
Bank Guarantee Outstanding	-	-	-
GST Demand			
GST Demand for F.Y.17-18	-	48.63	48.63
GST Demand for F.Y.18-19	-	32.56	32.56
GST Demand for F.Y.19-20	-	24.87	24.87
GST Demand for F.Y.20-21	-	81.76	81.76
GST Demand for F.Y.21-22	-	25.08	25.08
GST Demand for F.Y.22-23	116.57	-	-
Total (B)	116.57	212.90	212.90
Total (A+B)	116.57	212.90	212.90

Notes :-

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

Annexure - AD
RESTATED STATEMENT OF OTHER FINANCIAL RATIO

Sr. No.	Ratio	31-Mar-26	31-Mar-25	31-Mar-24	Changes in Ratio (%) 31.03.2026 v/s 31.03.25	Changes in Ratio (%) 31.03.25 v/s 31.03.24
1	Current Ratio (No of Times)	1.64	1.61	1.30	1.7%	24.2%
2	Debt Equity Ratio (No of Times)	1.15	2.15	2.15	-46.4%	0.1%
3	Debt Service Coverage Ratio (No of Times)	1.13	1.15	1.10	-1.6%	4.0%
4	Return On Equity Ratio (%)	61.56%	43.07%	85.93%	42.9%	-49.9%
5	Inventory Turnover Ratio (No of Times)	2.84	2.38	2.65	19.5%	-10.3%
6	Trade Receivable Turnover Ratio (No of Times)	8.52	18.61	9.53	-54.3%	95.3%
7	Trade Payable Turnover Ratio (No of Times)	42.73	35.22	8.85	21.3%	298.1%

Sr. No.	Ratio	31-Mar-26	31-Mar-25	31-Mar-24	Changes in Ratio (%) 31.03.2026 v/s 31.03.25	Changes in Ratio (%) 31.03.25 v/s 31.03.24
8	Net Capital Turnover Ratio (No of Times)	4.85	5.65	11.26	-14.2%	-49.9%
9	Net Profit Ratio (%)	15.44%	9.23%	7.63%	67.2%	21.0%
10	Return On Capital Employed (%)	37.33%	21.16%	18.94%	76.4%	11.7%
11	Return On Investment (%)	NA	NA	NA	NA	NA

Note: Details of numerator and denominator for the above ratio are as under

1. Current Ratio = Current Assets / Current Liabilities.
2. Debt- equity ratio = Total debt / Shareholders' equity (Excluding Balance of Revaluation Reserve).
3. Debt service coverage ratio = (Net Profit After Tax+ Depreciation+ Interest+ Non cash Expenditure+ Non-Operating Expenses-Less Non Cash Income)/(Principal + Interest).
4. Return on equity ratio= Net profit after taxes/ Avg Shareholder's Equity (Excluding Balance of Revaluation Reserve).
5. Inventory turnover ratio=Operating Revenue/Average inventory.
6. Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
7. Trade payables turnover ratio=Net Purchase/Average trade payables.
8. Net Capital turnover ratio=Net sales/Average working capital.
9. Net profit ratio=Net profit after taxes/Total Revenue.
10. Return on capital employed=Earnings before interest and taxes/Capital employed (Tangible Networkth (Excluding Balance of Revaluation Reserve) + Total Debt+ DTL-DTA).
11. Return on investment=Profit on Investment/Weighted Average Investment.

Variance Analysis for the FY 2024-25

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Return On Equity Ratio (%)	-49.9%	Due to Increase in Profit in FY 2024-25 but the increase in average shareholder's equity is comparatively higher. Therefore, there is decrease in ratio.
2	Trade Receivable Turnover Ratio (No of Times)	95.3%	Due to Increase in Sales in FY 2024-25 as compared to FY 2023-24 and additionally there is decrease in average trade receivable in current year as compared to previous year.
3	Trade Payable Turnover Ratio (No of Times)	298.1%	Due to Increase in Purchases in FY 2024-25 & Decrease in Trade Payables in FY 2024-25 as compared to FY 2023-24.
4	Net Capital Turnover Ratio (No of Times)	-49.9%	Due to Increase in Inventory in FY 2024-25 as compared to FY 2023-24.

Variance Analysis for the FY 2025-26

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Debt Equity Ratio (No of Times)	-46.4%	Increase in PAT, resulted into increase in equity base. Also, there is decrease in debt obligation in current year as compared to previous year.
2	Return On Equity Ratio (%)	42.9%	Due to increase in earnings available to equity
3	Trade Receivable Turnover Ratio (No of Times)	-54.3%	Due to increase in average trade receivables
4	Net Profit Ratio (%)	67.2%	Due to increase in net profit
5	Return On Capital Employed (%)	76.4%	Due to significant increase in EBIT

Annexure – AE

Restated Summary Statement of Other Statutory/Regulatory/Other Information

1. The title deeds of all immovable properties are held in the name of the Company. Accordingly, there are no immovable properties which were not held in name of the Company as on March 31, 2026
2. The Company has not utilised the borrowings received from banks and financial institutions for the purpose other than for which it was taken during the period of restatement.
3. Details of Foreign Exchange earnings, expenditures are as under:

Particulars	For the Year ended on		
	31-03-2026	31-03-2025	31-03-2024

1. CIF Value of Imports			
Raw Material	-	-	-
In USD - Lakhs	8.14	11.27	5.07
In CHF - Lakhs	0.32	0.39	0.15
In EUR - Lakhs	10.39	14.99	4.82
In INR- Lakhs	1,888.44	2,367.77	871.04
Purchases of Stock in Trade (US\$)	-	-	-
Capital Goods/ Stores & Spare Parts	-	-	-
2. Expenditure in Foreign Currency			
In respect of Business Promotion, Repair & Maintenance & Profession Consultancy & Other Misc. Expenses (in INR Lakhs)	24.71	7.93	45.62
In respect of Foreign Travelling. (In INR Lakhs)	19.07	-	-
3. Earnings in Foreign Currency			
Exports (FOB Value)- In Lakhs- CHF	56.83	34.43	46.02
Exports (FOB Value)- In Lakhs- EURO	-	-	0.02
Exports (FOB Value)- In Lakhs- GBP	1.00	1.12	1.63
Exports (FOB Value)- In Lakhs- USD	14.25	18.50	12.44
Exports (FOB Value)- In Lakhs- INR	7,476.70	5,034.71	3,269.39

4. Disclosure Regarding Derivative Instruments And Unhedged Foreign Currency Exposure - There is no outstanding derivative Instrument as on the end of year

Disclosure of Unhedged Balances:	For the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
Trade payables (including payables for capital):			
In USD- Lakhs	(0.10)	(1.24)	(0.61)
In CHF – Lakhs	0.04	(0.01)	(0.02)
In EUR - Lakhs	(2.21)	(0.15)	(1.86)
In INR- Lakhs	(234.66)	(120.29)	(220.00)
Trade Receivable			
In USD- Lakhs	1.52	0.91	0.81
In CHF- Lakhs	10.55	0.67	0.83
In GBP - Lakhs	0.02	0.02	(0.11)
In INR- Lakhs	1,313.94	145.27	132.88
Borrowings:			
In USD	NIL	NIL	NIL
In INR	-	-	-
Interest accrued but not due			
In USD	NA	NA	NA
In INR	NA	NA	NA

5. Details of Corporate Social Responsibility Expenses

Particulars	For the Year ended on		
	31-03-2026	31-03-2025	31-03-2024
a). Amount Required to be spent during the period	7.82	-	-
b). Amount of expenditure incurred,	8.00	-	-
c). Provision at the end of the Period/year,	-	-	-
d). Total of previous years shortfalls	-	-	-
e). Reasons for shortfall	NA	NA	NA
f). Nature of CSR Activities	Child Education	NA	NA

6. Amount Paid to Statutory Auditors

Particulars	31-03-2026	31-03-2025	31-03-2024
Audit Fees	4.00	0.75	0.25
Tax Audit Fees	1.50	0.25	0.25
Certificates/ Other services	0.09	1.27	-
Reimbursement of Expenses	-	-	-
Total	5.59	2.27	0.50

7. There is no capital work in progress during the period of restatement, therefore the disclosure as required by Company's Act, is not applicable to the Company.
8. There is no intangible assets under development during the period of restatement, therefore the disclosure as required by Company's Act, is not applicable to the Company.
9. **The disclosure of Employee Benefits as defined in the Accounting Standard 15 - "Employee Benefits", is given below:
The Company has no plan assets.**

a. Defined Contribution Plan:

Employers Contribution related to Employees' Provident Fund and related to Employees' ESIC is recognised as an expense and included in employee benefits expense in the Statement of Profit and Loss. Contribution by employer during the period of Restatement is mentioned below.

(Amount in ₹ lakhs)

Particulars	31-03-2026	31-03-2025	31-03-2024
PF, ESIC and other Fund	61.89	48.86	39.23

b. Defined Benefit Plan

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. Benefits provided under this plan is as per the requirement of the Payment of Gratuity Act, 1972. The scheme is unfunded.

The disclosures required under AS 15(revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules, 2021 are as given below:

(Amount in ₹ lakhs except)

Particulars	31-03-2026	31-03-2025	31-03-2024
1.The amounts recognized in the Balance Sheet are as follows:			
Balance of unfunded benefit obligations Recognized	169.65	113.56	97.44
Fair Value of Plan assets	-	-	-
Net Liability	169.65	113.56	97.44
2.The amounts recognized in the Profit & Loss A/c are as follows:			
Current Service Cost	21.86	19.75	17.81
Interest on Defined Benefit Obligation	8.23	6.58	5.13
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	46.94	(10.21)	2.23
Total, Included in "Employee Benefit Expenses"	77.04	16.12	25.17
3.Changes in the present value of defined benefit obligation:			
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	113.56	97.44	72.27
Service cost	21.86	19.75	17.81
Interest cost	8.23	6.58	5.13
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	46.94	(10.21)	2.23
Benefit paid by the Company	(20.95)	-	-
Defined benefit obligation as at the end of the year/period	169.65	113.56	97.44
Current	61.20	33.25	31.11
Non-Current	108.45	80.31	66.33
Total	169.65	113.56	97.44
Benefit Description			
Benefit type:	Gratuity Valuation as per Act 1972		
Method Used:	Projected Unit Credit method		
Retirement Age:	58 years	58 years	58 years
Vesting Period:	5 years	5 years	5 years
The principal actuarial assumptions for the above are:			
Future Salary Rise:	7.00%P.A.	7.00%P.A.	7.00%P.A.
Discount rate per annum:	7.25%P.A.	6.75%P.A.	7.10%P.A.
Attrition Rate:	1%-5% depending on age		
Mortality Rate:	Indian Assured Lives Mortality (2012-2014) Ultimate		

10. Additional regulatory information

a. Compliance with approved scheme of arrangements

Company is not engaged in any scheme of arrangements.

b. Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended March 31 2026, 2025 and 2024.

c. Utilisation of borrowed funds

During the year ended March 31, 2026, 2025 and 2024 the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries."

During the year ended March 31 2026, 2025 and 2024, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries."

d. Non-adjustment Items:

There is no Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company.

11. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations and Schedule III of Companies Act, 2013.

12. Trade Receivables, Loans & Advances and Deposits

Balances of Trade Receivables, and Loans & Advances and Deposits given are subject to confirmation and in view of the management the realisable values of all such item will not be less than the value at which they are stated in financial Statement.

13. Director Personal Expenses

There are no director personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

14. Pending registration / satisfaction of charges with ROC

The working capital loan of sanctioned amount of ₹ 490 Lacs taken in May, 2024 from L&T Finance Limited. The loan is secured by Collateral Security of Directors' personal property (Owned by Vipul Badani) situated at 803A, 803B, 804A & 804B Orion building of Vasant Galaxy Junction M.G Road Goregaon, Mumbai, 400090. The charge in respect to aforesaid loan mentioned collateral has not been registered with ROC within the prescribed statutory time limit and is pending since 8 June, 2024.

- 15. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 16. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.
- 17. The Company has revalued its Property, Plant and Equipment during the period of restatement and disclosure of the same is given in Annexure G.
- 18. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the restatement period.
- 19. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.
- 20. During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.

21. Disclosures related to Micro, Small and Medium Enterprises.

Management is in the process of compiling information from its suppliers regarding their status under the MSEME act, who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2003 and hence disclosure, if any, of the amount unpaid as at the year-end together with the interest paid/payable as required has been given to the extent information available:

The details relating to Micro, Small and medium enterprise is as under:

(Amount in ₹ lakhs)

S N	Particulars	31-03-2026	31-03-2025	31-03-2024
1	the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	2.33	0.00	0.00
2	the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
3	the amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	0.47	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.47	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

22. No dividend were declared and paid by the company during the restatement period.
23. Disclosure with regard to variance between quarterly stock and book debt statement>Returns submitted to Bank, vis-a -vis books of accounts is attached in Annexure AF.
24. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.

Annexure AF- Note No 23

Reconciliation of Stock statement>Returns submitted to Bank V/s Books for Financial Year 2025-26

(Amount in ₹ lakhs)

Month		Stock Statement	Books	Difference	Reason for Material Differences
Jun-25	Inventory	2,183.48	2,183.48	-	Explanation for Variation is given below 1. Debtors and Creditors are having minor differences originating due to reconciliation issue which gets resolved after data submission to Bank. 2. RM In transit as on the end of 30th Sept,25 was not considered in this stock statement of ₹565.65 lakhs, it was later booked as purchases and included in Creditors. 3. Receipt from debtors are accounted in books basis of confirmation of bank advice which is being received after submission of stock statement to the bank in some cases, thereby creating deviation in debtors figures. 4. Purchases are getting finalized and accounted in books after submission of stock statement to the bank. 5. Creditors submitted to bank is on account of unpaid stock only whereas in books creditors includes creditors for services as well.
	Sundry Debtors (Gross)	500.77	182.32	-318.45	
	Sundry Creditors (net of advances)	(83.00)	48.49	131.49	
Sep-25	Inventory	2,222.15	2,740.94	518.79	
	Sundry Debtors (Gross)	1,310.26	1,322.95	12.69	
	Sundry Creditors (net of advances)	11.09	(131.77)	-142.86	
Dec-25	Inventory	2,166.95	2,166.95	-	
	Sundry Debtors (Net)	1,247.79	2,146.98	899.19	
	Sundry Creditors (net of advances)	15.50	44.11	28.61	
Mar-26	Inventory	2,485.00	2,413.56	(71.44)	
	Sundry Debtors (Net of advances)	1,550.88	1,547.84	(3.04)	
	Sundry Creditors (net of advances)	(8.50)	(14.99)	(6.49)	

Reconciliation of Stock statement>Returns submitted to Bank V/s Books for Financial Year 2024-25

(Amount in ₹ lakhs)

Month		Stock Statement	Books	Difference	Reason for Material Differences
Jun-24	Inventory	2,255.53	2,255.53	-	Explanation for Variation is given below 1. Debtors and Creditors are having minor differences originating due to reconciliation issue which gets resolved after data submission to Bank. 2. RM In transit as on the end of 31st March, 24 was not considered in this stock statement
	Sundry Debtors (Gross)	287.88	143.79	-144.10	
	Sundry Creditors (net of advances)	37.25	163.32	126.07	
Sep-24	Inventory	1,680.56	1,680.56	-	
	Sundry Debtors (Gross)	1,227.40	1,187.29	-40.11	
	Sundry Creditors (net of advances)	35.47	87.15	51.68	

Month		Stock Statement	Books	Difference	Reason for Material Differences
Dec-24	Inventory	1,284.51	1,284.51	-	of ₹117.41 lakhs, it was later booked as purchases and included in Creditors. 3. Receipt from debtors are accounted in books basis of confirmation of bank advice which is being received after submission of stock statement to the bank in some cases, thereby creating deviation in debtors figures. 4. Purchases are getting finalized and accounted in books after submission of stock statement to the bank.
	Sundry Debtors (Gross)	1,045.29	1,009.03	-36.26	
	Sundry Creditors (net of advances)	(135.79)	(11.82)	123.97	
Mar-25	Inventory	2,836.18	2,953.59	117.41	
	Sundry Debtors (Gross)	206.01	206.78	0.77	
	Sundry Creditors (net of advances)	20.35	11.19	-9.16	

Reconciliation of Stock statement/Returns submitted to Bank V/s Books for Financial Year 2023-24

(Amount in ₹ lakhs)

Month		Stock Statement	Books	Difference	Reason for Material Differences
Jun-23	Inventory	994.85	994.85	-	Explanation for Variation is given below 1. Debtors and Creditors are having minor differences originating due to reconciliation issue which gets resolved after data submission to Bank. 2. RM In transit as on the end of 31st March, 23 was not considered in this stock statement of ₹ 148.20 lakhs, it was later booked as purchases and included in Creditors. 3. Receipt from debtors are accounted in books basis of confirmation of bank advice which is being received after submission of stock statement to the bank in some cases, thereby creating deviation in debtors figures. 4. Purchases are getting finalized and accounted in books after submission of stock statement to the bank.
	Sundry Debtors (Gross)	557.35	480.49	-76.86	
	Sundry Creditors (net of advances)	38.52	(6.98)	-45.50	
Sep-23	Inventory	940.14	940.14	-	
	Sundry Debtors (Gross)	493.14	476.56	-16.58	
	Sundry Creditors (net of advances)	38.55	279.81	241.26	
Dec-23	Inventory	1,108.24	1,108.24	-	
	Sundry Debtors (Gross)	184.75	164.42	-20.33	
	Sundry Creditors (net of advances)	15.16	57.65	42.49	
Mar-24	Inventory	1,339.04	1,487.24	148.20	
	Sundry Debtors (Gross)	524.94	363.44	-161.50	
	Sundry Creditors (net of advances)	(73.75)	62.61	136.36	

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://www.qualiance.com>.

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Audited Financial Statements do not constitute (i) a part of the Draft Red Herring Prospectus; (ii) Red Herring Prospectus or (ii) Prospectus; a statement in lieu of a prospectus, an advertisement, an issue or a solicitation of any issue 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 Requirements) 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:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Profit After Tax (₹ In Lakhs)	1,186.90	489.85	283.93
Basic & Diluted Earnings per Share	11.99	4.95	11.21
Return on Net Worth (%)	47.98%	35.44%	31.82%
NAV (Based on no. of share outstanding at the end of year)	24.99	13.96	9.01
NAV per Equity Shares (Based on Weighted Average Number of Shares)	24.99	13.96	35.23
Earnings before interest, tax, depreciation and amortization (EBITDA)	1,671.67	797.05	486.15

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

**The Board of Directors,
Qualiance International Limited,**
406 - B Wing, Knox Plaza,
Mindspace, Malad West,
Mumbai - 400064

Dear Sir/ Ma'am,

Based on the independent examination of Books of Accounts, Audited Financial Statements, Restated Financial Statements and other documents of Qualiance International Limited 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 March 31, 2026 are as mentioned below.

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (Lakhs ₹)	Rate of interest/Bank Charges*	Prime Securities offered	Re-Payment Schedule			Moratorium (In Months)	Outstanding amount as on 31.03.2026 (as per Books) (₹ In Lakhs)
						No of EMI (No of Months)	EMI Amount (₹ In Lakhs)	EMI Start and ending Date		
(i) Secured Loans (Long Term +Short Term)										
Long-Term Borrowings										
Bank of Baroda	Working Capital Term Loan	Working Capital	46 (Earlier 166)	At BRLLR (Presently 7.90 %) (Subject to maximum of 9.25%)	Refer Note 3	60	4.61	JAN-22 TO DEC-26	24	41.50
Central Bank of India	Term Loan	Vehicle - Car Loan	83.75	8.70%	Hypothecation of Vehicle	60	1.73	JAN-25 TO DEC 29	3	66.08
L&T Finance Limited	Working capital	Working capital	490	BPLR - 11.15%=9.65%	Refer Note 1	120	6.38	JUNE-24 TO MAY 34	-	-
CSB Bank Ltd	DROPLINE OD	Working Capital	285 (Earlier 350)	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Refer Note 2	84	4.17	OCT -24 TO SEPT -31	-	0.06
Bank of Baroda	DROPLINE OD	Working Capital	350	BRLLR+SP+0.10%= 8.25%	Refer Note 3	60	5.83	April-26 To March-31	-	-
Bank of Baroda	Working Capital Term Loan	Working Capital	480	At BRLLR (Presently 7.90 %)	Refer Note 3	48	Ranges from 16.55 to 13.42	JAN-26 TO DEC-29	12	480.00

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (Lakhs ₹)	Rate of interest/Bank Charges*	Prime Securities offered	Re-Payment Schedule			Moratorium	Outstanding amount as on 31.03.2026 (as per Books) (₹ In Lakhs)
						No of EMI (No of Months)	EMI Amount (₹ In Lakhs)	EMI Start and ending Date	(In Months)	
Total Long-Term Borrowing (including Current Maturities of Long-Term Debt) (A)										587.65
Short Term Borrowings:										
CSB Bank Ltd	Post Shipment - FBD (Sub Limit of EPC)	Working Capital	(650)	REPO +3.25% = 8.50 % (Repo Rate: 5.25 %)	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable				23.38
CSB Bank Ltd	Export Packing Credit (EPC)	Working Capital	650	REPO +3.25% = 8.50 %	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable				-
CSB Bank Ltd	Cash Credit (Sub Limit of EPC)	Working Capital	(100)	REPO +3.25% = 8.50 % (Repo Rate : 5.25 %)	Pari-Passu charge on entire Current Assets with Bank of Baroda	On Demand Repayable				-
Bank Of Baroda	Post Shipment - FBD	Working Capital	3,000	BRLLR+0.35% = 8.25 % p.a. (BRLLR : 7.90%)	Refer Note 3	On Demand Repayable				843.73
Bank Of Baroda	Export Packing Credit (EPC) Sub Limit of FBD	Working Capital	(3,000)	BRLLR+0.35% = 8.25 % p.a. (BRLLR : 7.90%)	Refer Note 3	On Demand Repayable				1,382.03
Bank Of Baroda	Gold Card for Exporters	Working Capital	600	<u>In Indian Currency</u> - BRLLR+0.35% = 8.25 % p.a. (BRLLR : 7.90%) <u>In Foreign Currency</u> - ARR+1.25 % p.a	Refer Note 3	Repayable within 90 Days from the Disbursement				-^
Total Short-Term borrowings (B)										2,249.13
Total Long Term & Short-Term Borrowings (A+B)										2,836.78

* Please note that all reference rates i.e. BRLLR, BPLR, Repo rate has been considered as applicable on the respective dates of sanction.

Notes:

1. L&T Finance Limited credit facility is having Collateral Security of Directors' personal property (Owned by Vipul Badani) situated at 803A, 803B, 804A & 804B Orion building of Vasant Galaxy Junction M.G Road Goregaon, Mumbai, 400090. Further in the Credit facility, Mr Vipul J Badani and Mrs Krupa Rajesh Badani are also co-borrower in loan.
 2. All Credit facilities of CSB Bank Ltd is secured by way of Personal Guarantee of Vipul Badani & Krupa Badani and having below immovable property owned by Company as Collateral Security for its credit facility Commercial Property (Office No. 206(2nd Floor), 405,406,407(4th floor)), B Wing, Knox Plaza, Chincholi Bunder Road, Mindspace, Near Grand Homotel Hotel, Malad West, Mumbai – 400060
 3. All Credit facilities of Bank of Baroda is secured by way of Personal Guarantee of Vipul Badani, Krupa Badani and Bhoomin Badani and having below immovable property owned by Company as Collateral Security for its credit facility.
 - a) Equitable Mortgage of Factory Plot situated at G.S. No.220/1 & 220/2 in this patta no.679, SF no. 220/1A1 land measuring 1046.300 sq.mtrs. located in Laxmi Nagar SF no 220 of Tirupur North Taluk no 4, Chettipalayam village, district Tirupur in the name of Company.
 - b.) Office No.405, 4th Floor, 37.75 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - c.) Office No.406, 4th Floor, 49.30 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - d.) Office No.407, 4th Floor, 44.80 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - e.) Office No.206, 2nd Floor, 49.30 sq.mtrs., Wing B, Knox Plaza, Chincholi Bander Road, Mindspace, Malad West, Mumbai - 400064
 - f.) NCGTC Coverage ₹4.80 cr. for WCTL sanctioned under CGSE Scheme, CGPAN No. CGXPGEN261220250142
 - g.) Hypothecation of Plant & Machinery and Stock and Book Debts of the company (unencumbered both present & future).
- ^ Gold card limit is used by the company in EPC or FBD limits wherever required

(ii) Unsecured Loans (Long Term +Short Term)								
Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (₹ In Lakhs)	Rate of Interest	Re-Payment Schedule	EMI Amount (₹ In Lakhs)	Moratorium (in months)	Outstanding amount as on 31.03.2026 (as per Books) (₹ In Lakhs)
Krupa Rajesh Badani	Loan from Relative	Working Capital	500	10%	Repayable on Demand			12.85
Total Unsecured Loan								12.85

For R K Jagetiya & Co.
Chartered Accountants
Firm Registration No: 146264W
Sd/-
CA Ravi Jagetiya
Proprietor
M. No. 134691
UDIN: 26134691GLICQQ09077
Date: August 14, 2026
Place: Mumbai

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Restated Financial Statements” beginning on page 149. You should also read the section titled “Risk Factors” on page 18 and the section titled “Forward Looking Statements” on page 17 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements. Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated March 23, 2026 which is included in this 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 IF[®]. 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.

BUSINESS OVERVIEW

We are engaged in the design, engineering, manufacture and export of performance garments for institutional, government and brand clients in international markets. We began operations as a partnership firm in 1994 and was incorporated as a company in 2006. Our product portfolio includes military uniforms, tactical outerwear, high-visibility workwear, weather-resistant and all-weather outerwear, police and border patrol uniforms, protective workwear and performance activewear.

We operate a manufacturing facility located in Tiruppur, Tamil Nadu with a total built up area of over 45,000 square feet over a land area of approximately 1,046.31 square meters and an installed capacity of 450,000 garment pieces per annum. The facility supports garment manufacturing activities from raw material sourcing and fabric development through external suppliers to the production of finished garments. Apart from the regular cut and sew operations in the manufacturing cycle, we also carry out specialized processes including seam sealing, bonded construction, ultrasonic welding, laser cutting and lamination

Over the past two decades, we have manufactured garments based on product specifications and compliance requirements of European military, government and institutional buyers. Our operations focus on the production of garments developed based on client specifications and performance requirements. We have maintained relationships with Swiss government and institutional clients. Our revenue from the sale of manufactured products is primarily derived from exports, which accounted for 98.82% for FY 2026, 93.87% for FY 2025 and 87.77% for FY 2024 of our revenue from operations.

Our client base is located across Europe, including Switzerland, and North America, including the United States. We supply garments to the various department of Government of Switzerland and European brands. For all stages of operations from sample development to shipment, we follow quality standards applicable in European markets. Our manufacturing facility includes a quality control system to monitor product standards. All fabrics and accessories used in production comply with international requirements, and test reports from recognized laboratories are obtained to support compliance.

The designs for the technical garments manufactured by the Company are provided by the customers. The Company manufactures such garments in accordance with the designs, specifications, technical drawings, patterns and quality requirements communicated by its customers from time to time. Further, during the design finalization and pre-production stages, the Company may provide design inputs and technical suggestions to its customers based on its knowledge of garment construction, manufacturing processes, and supply-chain and sourcing capabilities relating to fabrics, trims and accessories. However, the final design specifications and approvals remain with the respective customers.

We operate under multiple certifications and compliance frameworks as follows:

ISO 9001:2015	Quality Management Systems
ISO 14001:2015	Environmental Management Systems
ISO 45001:2018	Occupational Health & Safety
ISO 14064-1:2018	Greenhouse Gas emissions quantification and reporting
SA 8000	Social Accountability and workplace practices
SEDEX	SMETA audit standards for supply chain practice
Global Organic Textile Standard (GOTS)	Organic cotton garments
Global Recycle Standard (GRS)	Recycled polyester products

We also hold the status of Two Star Export House issued by the Government of India based on export performance.

Our Company is led by our Promoters, who are first and second generation entrepreneurs with extensive experience in the garment export industry and the technical garment segment. The Company benefits from the leadership of experienced and technically qualified Promoters. Vipul Badani, our Chairman & Managing Director, has over 30 years of experience, while Bhoomin R Badani, our Whole-Time Director & Chief Executive Officer, has more than 15 years of experience in the apparel manufacturing industry. The extensive experience of our Promoters has been instrumental in shaping the Company's vision and growth strategy. We believe

that our ability to effectively market our products stems from the clear vision established by our Promoters and senior management, supported by their deep industry knowledge and expertise.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	As of and for the year ending		
	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from operations ⁽¹⁾	7,689.11	5,307.24	3,722.94
EBITDA ⁽²⁾	1,671.67	797.05	486.15
EBITDA Margin ⁽³⁾	21.74%	15.02%	13.06%
PAT ⁽⁴⁾	1,186.90	489.85	283.93
PAT Margin ⁽⁵⁾	15.44%	9.23%	7.63%
RoCE(%) ⁽⁶⁾	37.33%	21.16%	18.94%
RoE (%) ⁽⁷⁾	61.56%	43.07%	85.93%
Net Worth ⁽⁸⁾	2,473.65	1,382.25	892.40

Notes:

⁽¹⁾ Revenue from operation means revenue from operating activities

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income + + Loss on sale of PPE + Assets Discarded

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA as a percentage of revenue from operations.

⁽⁴⁾ 'PAT represents total net profit after tax for the period/year available for parent equity shareholder.

⁽⁵⁾ 'PAT Margin' is calculated as PAT divided by revenue from operations.

⁽⁶⁾ 'RoCE is calculated as EBIT divided by capital employed where (i) EBIT means PAT + Tax Expenses + interest expense (ii) Capital employed means Net worth (excluding revaluation reserve) + total current & non-current borrowings + DTL-DTA as appearing in financial statements.

⁽⁷⁾ 'ROE is calculated as PAT (excluding of extra ordinary losses) as divided by Net worth (excluding revaluation reserve).

⁽⁸⁾ 'Net worth means Equity share capital + Reserves and surplus (including Securities Premium, General Reserve and surplus in statement of profit and loss but excluding Revaluation Reserve).

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of “*Statement of Significant Accounting Policies*”, please refer to *Annexure IV & Annexure V of Restated Financial Statements* beginning on page 149 of this Prospectus.

Factors Affecting our Results of Operations

1. Export of Knitted and Woven garments constitutes a significant portion of our business for which we do not have long-term sales contracts;
2. Our dependency on a limited number of customers for significant portions of our export revenues;
3. Fluctuations in the cost and availability of raw materials;
4. Adverse changes in domestic or global economic conditions;
5. Competition from existing or new players with greater financial or technological resources;
6. Delays or disruptions in our supply chain or distribution network;
7. Operational risks at our manufacturing facilities, including equipment failures, safety incidents, or compliance lapses;
8. Foreign exchange rate fluctuations impacting exports or imported inputs;
9. Changes in customer preferences or technological advancements that could affect product demand;
10. Any force majeure events, including natural disasters, pandemics, or geopolitical developments.
11. Changes in laws and regulations that apply to the industries in which we operate;
12. Failure to comply with quality standards may lead to cancellation of existing and future orders;
13. Any change in government policies resulting in increases in taxes payable by us;
14. The occurrence of natural disasters or calamities;
15. General economic, political and other risks that are out of our control;
16. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Company's ability to successfully implement its growth strategy and expansion plans;
18. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
19. Inability to successfully obtain registrations in a timely manner or at all;
20. Occurrence of Environmental Problems & Uninsured Losses;
21. Concentration of ownership among our Promoters.
22. Other factors beyond our control

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years March 31, 2026, March 31, 2025 and March 31, 2024.

(₹ in Lakhs)

Particulars	March 31, 2026	% of Total Income	March 31, 2025	% of Total Income	March 31, 2024	% of Total Income
Revenue from Operations	7,689.11	94.98%	5,307.24	96.40%	3,722.94	97.62%
Other Incomes	406.28	5.02%	198.40	3.60%	90.81	2.38%
Total Income	8,095.39	100.00%	5,505.64	100.00%	3,813.75	100.00%
Expenses:						
(a) Cost of Material Consumed	3,209.19	39.64%	3,142.27	57.07%	1,460.97	38.31%
(b) Purchase of Stock-in-Trade	-	-	-	-	-	-
(c) Changes in inventories of finished goods work-in-progress	119.36	1.47%	(997.15)	(18.11) %	116.08	3.04%
(d) Employee Benefits Expenses	1,729.18	21.36%	1,380.02	25.07%	1,040.56	27.28%
(e) Finance Costs	374.86	4.63%	282.20	5.13%	156.42	4.10%
(f) Depreciation and Amortization Expense	112.32	1.39%	101.51	1.84%	86.91	2.28%
(g) Other Expenses	944.63	11.67%	967.75	17.58%	612.78	16.07%
Total Expenses (a to g)	6,489.53	80.16%	4,876.59	88.57%	3,473.73	91.08%
Profit before Exceptional/ Extraordinary items and tax	1,605.86	19.84%	629.06	11.43%	340.02	8.92%
Exceptional item & Extraordinary Items	-	-	-	-	-	-
Profit before Extraordinary Items and tax	1,605.86	19.84%	629.06	11.43%	340.02	8.92%
Prior Period Expenses	-	-	-	-	-	-
Profit before tax	1,605.86	19.84%	629.06	11.43%	340.02	8.92%
Tax Expense						
a) Net Current Tax	436.74	5.39%	54.31	0.99%	-	-
b) Deferred Tax	(17.79)	(0.22%)	84.90	1.54%	56.10	1.47%
Restated Profit for the Period	1,186.90	14.66%	489.85	8.90%	283.93	7.44%

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of Goods Manufactured (Knitted and Woven) and Other Operating Revenue.

Other Incomes

Other income comprises of Interest on Deposit, Foreign Exchange Gain/Loss, Sundry Balance Written Back, ROSCTL Receipt, Sample Development Charges and Rebate & Discount received from Suppliers.

Total Expenses:

Total expenses consist of Cost of Material Consumed, Purchases of Stock in Trade, Change in inventories of Finished Goods and WIP, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Cost of Material Consumed

Cost of Material consumed expenses primarily comprises of Purchase of Raw Material such as Accessories, Fabric, Spare Part Purchase and Yarn.

Change in inventories of Finished Goods and Work in progress

Change in inventories of stock in trade comprises of increase/ (decrease) in inventory of finished goods and work in progress and Finished goods mainly consists of Knitted and Woven Garments.

Employee benefits expense:

Employee benefits expense primarily comprises of Salary and Wages and Contribution to Provident Fund and Other Fund and Staff welfare expenses, Medclaim for Staff, Director Remuneration and Gratuity expenses.

Finance Costs:

Our Finance cost includes Interest expense and Other Borrowing cost.

Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses include Depreciation on Tangible Assets which further comprises of depreciation on Factory Building, Office Premises, Plant and Equipment, Motor Vehicles, Furniture & Fixtures, Computers and Office Equipment.

Other Expenses:

Other Expenses comprises of Other Direct Manufacturing Expense, Repairs & Maintenance, Advertising Charges and Sales Promotion, and Other Expenses which further comprises of Transportation & Freight, Audit Fees, Insurance, Office Expense, Legal & Professional Fees, License Expense, Miscellaneous Expenses, Telephone & Mobile Expenses, Printing & Stationery, Bank Charges, Rent Paid, Membership & Subscription, Postage & Courier Expenses and Travelling & Conveyance Expenses.

FINANCIAL YEAR 2026 COMPARED TO FINANCIAL YEAR 2025**Total Income:**

The Total Income increased from FY 24-25 to FY 25-26, driven by an improvement in Revenue from Operations and Other Income. Total income grew by 47.04%, rising from ₹ 5,505.64 Lakhs in FY24-25 to ₹ 8,095.39 Lakhs in FY 25-26, which was due to growth in Revenue from Operations by 44.88% in FY 25-26 and Other Income which grew by 104.78% in FY 25-26. This overall growth reflects the company's operational performance during the year.

Revenue from Operations

During the financial year 2025-26, the revenue from operations of the Company reported a sales growth of 44.88 % from ₹ 5,307.24 lakhs in FY 2024-25 to ₹ 7,689.11 Lakhs in FY 2025-26, primarily driven by a 44.44% increase in sale of manufactured goods.

The significant increase in revenue in FY25-26 was due to increase in order volumes from existing customers and increase in manufacturing and supply of higher value products. Revenue from the top 3 customers increased from ₹4,696.91 lakhs in FY24-25 to ₹5,909.26 lakhs in FY25-26, representing an increase of 25.81%. During the same period, quantity supplied increased from 3,18,596 pieces in FY24-25 to 3,35,019 pieces in FY25-26, representing an increase of 5.15%. Further, the average realization per piece increased from ₹1,474.25 in FY24-25 to ₹1,854.78 in FY25-26, representing an increase of 25.81%.

The Company does not manufacture standardised garments. Products are manufactured based on specifications provided by customers for each order. Accordingly, realization per piece differs across products depending upon factors such as fabric used, accessories used and construction process involved in the manufacturing of the garment.

Top 3 Customer-wise increase was supported by increase in order quantities and average realizations, as detailed below:

Particulars	FY 24-25	FY 25-26	Growth
Quantity Sold (Pcs)	3,18,596	3,35,019	5.15%
Revenue (₹ in Lakhs)	4,696.91	5,909.26	25.82%
Average Realization per Piece (₹)	1,474.25	1,854.78	25.81%

The increase in revenue in FY25-26 was attributable to:

- (i) increase in order volumes from top three customers
- (ii) increase in average realization due to supply of higher value products during FY25-26.

Other Income:

During the financial year 2025-26, the other income of the Company increased by 104.78%, from ₹198.40 lakhs in FY 2024-25 to ₹406.28 lakhs in FY 2025-26. This increase was due to a rise in Interest from director which increased by 689.27% from ₹3.82 lakhs in FY 2024-25 to ₹30.15 lakhs in FY 2025-26 and Rebate & Discount from Supplier which increased by 935.83% from ₹1.20 lakhs in FY 2024-25 to ₹12.43 lakhs in FY 2025-26.

Total Expenses

The total expense for the financial year 2025-26 increases to ₹6,489.53 Lakhs from ₹4,876.59 lakhs in the Financial Year 2024-25 representing an increase of 33.08%. Such increase was due to increases in the volume of business operations of the Company.

Cost of Material Consumed

The Cost of Material Consumed comprises of Material Procured during the Year, Inventory at the Commencement and end of the Year. The Cost of Material Consumed for the financial year 2025-26 increases to ₹3,209.19 Lakhs from ₹ 3,142.27 lakhs in the

Financial Year 2024-25 representing an increase of 2.13%. This increase was due to a rise in opening stock of raw material and raw material in transit which increased by 89.46% from ₹524.46 lakhs in FY 2024-25 to ₹993.65 lakhs in FY 2025-26.

Change in inventories of Finished Goods and Work in progress

The Change in inventories of Finished Goods and Work in progress comprises of increase/(decrease) in inventory of Finished Goods and Work in progress in business operation. The Change in inventories of Finished Goods and Work in progress for the financial year 2025-26 was ₹ 119.36 Lakhs from ₹ (997.15) lakhs in the Financial Year 2023-24. The change was due to increase in the opening inventories of Finished Goods and WIP which increased to ₹ 1959.93 Lakhs in Financial Year 2025-26 as compared to ₹ 962.78 Lakhs in Financial Year 2024-25 representing as increase of 103.57% and decrease in closing inventories of Finished Goods and WIP which decreased to ₹ 1,840.58 Lakhs in Financial Year 2025-26 as compared to ₹ 1,959.93 Lakhs in Financial Year 2024-25 representing as decrease of 6.09%.

Employee benefits expense:

During the financial year 2025-26, the total Employee Benefits Expenses of the Company increased by 25.30%, from ₹1,380.02 lakhs in FY 2024-25 to ₹ 1,729.18 lakhs in FY 2025-26. This increase was due to increase in Salaries and Wages which increased by 13.83% from ₹ 1,241.07 lakhs in FY 2024-25 to ₹1,412.75 lakhs in FY 2025-26, Staff Welfare increased by 46.12%, increasing from ₹36.02 lakhs in FY 2024-25 to ₹52.63 lakhs in FY 2025-26, Contribution to Provident and Other Funds increased by 26.67%, increasing from ₹48.86 lakhs in FY 2024-25 to ₹61.89 lakhs in FY 2025-26 and Contribution to Gratuity Expenses increased by 378%, increasing from ₹16.12 lakhs in FY 2024-25 to ₹77.04 lakhs in FY 2025-26.

Finance Costs:

During the financial year 2025-26, the Finance cost of the Company increased by 32.84%, from ₹282.20 lakhs in FY 2024-25 to ₹374.86 lakhs in FY 2025-26. This increase was due to increase in Interest expenses by 36.56% from ₹263.01 lakhs in FY 2024-25 to ₹359.16 lakhs in FY 2025-26.

Depreciation and Amortization Expenses:

Depreciation and Amortization for the financial year 2025-26 stood at ₹112.32 Lakhs as against ₹101.51 Lakhs during the financial year 2024-25. The increase in depreciation and amortization was around 10.66 % which was majorly due to addition in Property, Plant and equipment during the year.

Other Expenses:

During the financial year 2025-26, the Other Expenses of the Company decreased by 2.39%, from ₹967.75 lakhs in FY 2024-25 to ₹ 944.63 lakhs in FY 2025-26. This decrease was due to decrease in Printing charges by 86.66% from ₹5.63 lakhs in FY 2024-25 to ₹0.75 lakhs in FY 2025-26, Labour/Job Work Charges by 99.32 % from ₹207.23 lakhs in FY 2024-25 to ₹1.41 lakhs in FY 2025-26, Packing Expenses by 30.25% from ₹43.99 lakhs in FY 2024-25 to ₹30.68 lakhs in FY 2025-26, Bank Charges by 69.21 % from ₹58.36 lakhs in FY 2024-25 to ₹17.97 lakhs in FY 2025-26, Local Travelling Expense by 22.69% from ₹20.12 lakhs in FY 2024-25 to ₹15.56 lakhs in FY 2025-26, Office Expenses by 46.53% from ₹2.07 lakhs in FY 2024-25 to ₹1.11 lakhs in FY 2025-26 and Miscellaneous Expenses by 30.93% from ₹2.51 lakhs in FY 2024-25 to ₹1.74 lakhs in FY 2025-26 etc.

Restated Profit before tax:

Profit before tax for the financial year 2025-26 increased to ₹ 1,605.86 Lakhs as compared to profit of ₹629.06 Lakhs in the financial year 2024-25. The increase of 155.28% was majorly due to factors as mentioned above.

Restated profit after tax:

Profit after tax for the financial year 2025-26 increased to ₹1,186.90 Lakhs as compared to profit of ₹489.85 Lakhs in the financial year 2024-25. The Company's PAT margin for FY 25-26 stood at 15.44% as compared to 9.23% in FY 24-25 resulting in an increase in margin by 6.21%. The major reason for the increase in margin was due to following reasons:

- i. Increase in Revenue from Operations from ₹ 5,307.24 lakhs in FY 2024-25 to ₹ 7,689.11 lakhs in FY 2025-26, representing a growth of 44.88%, primarily driven by 44.44% increase in sale of manufactured goods.
- ii. Increase in Other Income from ₹ 198.40 lakhs in FY 2024-25 to ₹ 406.28 lakhs in FY 2025-26, representing a rise of 104.78%. This increase was due to increase in interest income from ₹6.05 lakhs in FY 2024-25 to ₹30.24 lakhs in FY 2025-26, representing an increase of 400.02%, increase in foreign exchange gain/loss from ₹191.16 lakhs in FY 2024-25 to ₹322.62 lakhs in FY 2025-26, representing an increase of 68.77% and increase in rebate & discount from supplier from ₹ 1.20 lakhs in FY 2024-25 to ₹ 12.43 lakhs in FY 2025-26, representing an increase of 935.83%.

- iii. Employee benefit expenses, as a percentage of revenue, decreased from 26.00% in FY 2024-25 to 22.49% in FY2025-26, primarily on account of the scaling up of the Company's operations.

Particular	31.03.2026	31.03.2025
Employee Benefit expenses (in Lakhs)	1,729.18	1,380.02
% as revenue	22.49%	26.00%

- iv. Finance costs decreased from 5.32% to 4.88% of revenue as the Company paid off unsecured loans, which led to a reduction in finance costs:

Particular	31.03.2026	31.03.2025
Unsecured Loan outstanding (in Lakhs)	12.85	322.81
Finance Cost (in Lakhs)	374.86	282.20
% as revenue	4.88%	5.32%

- v. Other Expenses decreased from 18.23% to 12.29% of revenue primarily on account of the scaling up of the Company's operations.

Due to all the above reasons and due to higher operational efficiency, increased scale of operations, and better cost absorption during FY 2025-26 there was increase in PAT margin.

FINANCIAL YEAR 2025 COMPARED TO FINANCIAL YEAR 2024

Total Income:

The Total Income increased from FY 24 to FY 25, driven by an improvement in Revenue from Operations and Other Income. Total income grew by 44.36%, rising from ₹ 3,813.75 Lakhs in FY24 to ₹ 5,505.64 Lakhs in FY 25, which was due to growth in Revenue from Operations by 42.56% in FY 25 and Other Income which grew by 118.47% in FY 25. This overall growth reflects the company's operational performance during the year.

Revenue from Operations

During the financial year 2024-25, the revenue from operations of the Company reported a sales growth of 42.56 % from ₹3,722.94 lakhs in FY 2023-24 to ₹ 5,307.24 Lakhs in FY 2024-25, primarily driven by a 43.10% increase in sale of manufactured goods.

The significant increase in revenue in FY25 was due to increase in order volumes from existing customers and increase in manufacturing and supply of higher value products. Revenue from the top 3 customers increased from ₹2,607.07 lakhs in FY24 to ₹4,696.91 lakhs in FY25, representing an increase of 80.16%. During the same period, quantity supplied increased from 1,93,959 pieces in FY24 to 3,18,596 pieces in FY25, representing an increase of 64.25%. Further, the average realization per piece increased from ₹1,344.14 in FY24 to ₹1,474.25 in FY25, representing an increase of 9.68%.

The Company does not manufacture standardised garments. Products are manufactured based on specifications provided by customers for each order. Accordingly, realization per piece differs across products depending upon factors such as fabric used, accessories used and construction process involved in the manufacturing of the garment.

Top 3 Customer-wise increase was supported by increase in order quantities and average realizations, as detailed below:

Particulars	FY 23-24	FY 24-25	Growth
Quantity Sold (Pcs)	1,93,959	3,18,596	64.25%
Revenue (₹ in Lakhs)	2,607.07	4,696.91	80.16%
Average Realization per Piece (₹)	1,344.14	1,474.25	9.68%

The increase in revenue in FY25 was attributable to:

- increase in order volumes from top three customers
- increase in average realization due to supply of higher value products during FY25

Other Income:

During the financial year 2024-25, the other income of the Company increased by 118.47%, from ₹90.81 lakhs in FY 2023-24 to ₹198.40 lakhs in FY 2024-25. This increase was due to a rise in Interest on deposit which increased by 290.32% from ₹0.57 lakhs in FY 2023-24 to ₹2.23 lakhs in FY 2024-25 and Rebate & Discount from Supplier which increased by 984.30% from ₹0.11 lakhs in FY 2023-24 to ₹1.20 lakhs in FY 2024-25

Total Expenses

The total expense for the financial year 2024-25 increases to ₹4,876.59 Lakhs from ₹3,473.73 lakhs in the Financial Year 2023-24 representing an increase of 40.38%. Such increase was due to increases in the volume of business operations of the Company.

Cost of Material Consumed

The Cost of Material Consumed comprises of Material Procured during the Year, Inventory at the Commencement and end of the Year. The Cost of Material Consumed for the financial year 2024-25 increases to ₹3,142.27 Lakhs from ₹ 1,460.97 lakhs in the Financial Year 2023-24 representing an increase of 115.08%. This increase was due to a rise in opening stock of raw material and raw material in transit which increased by 142.49% from ₹216.28 lakhs in FY 2023-24 to ₹524.46 lakhs in FY 2024-25, material procured during the year increased by 104.14% from ₹1,769.15 lakhs in FY 2023-24 to ₹3611.46 lakhs in FY 2024-25 and closing stock of raw material and raw material in transit increased by 89.46% from ₹524.46 lakhs in FY 2023-24 to ₹993.65 lakhs in FY 2024-25.

Change in inventories of Finished Goods and Work in progress

The Change in inventories of Finished Goods and Work in progress comprises of increase/(decrease) in inventory of Finished Goods and Work in progress in business operation. The Change in inventories of Finished Goods and Work in progress for the financial year 2024-25 was ₹ (997.15) Lakhs from ₹ 116.08 lakhs in the Financial Year 2023-24. The negative change was due to increase in the closing inventories of Finished Goods and WIP which increased to ₹ 1959.93 Lakhs in Financial Year 2024-25 as compared to ₹ 962.78 Lakhs in Financial Year 2023-24 representing as increase of 103.57%.

Employee benefits expense:

During the financial year 2024-25, the total Employee Benefits Expenses of the Company increased by 32.62%, from ₹1,040.56 lakhs in FY 2023-24 to ₹1,380.02 lakhs in FY 2024-25. This increase was due to increase in Salaries and Wages which increased by 34.35% from ₹923.78 lakhs in FY 2023-24 to ₹1,241.07 lakhs in FY 2024-25, Staff Welfare increased by 152.80%, increasing from ₹14.25 lakhs in FY 2023-24 to ₹36.02 lakhs in FY 2024-25, Contribution to Provident and Other Funds increased by 24.55%, increasing from ₹39.23 lakhs in FY 2023-24 to ₹48.86 lakhs in FY 2024-25.

Finance Costs:

During the financial year 2024-25, the Finance cost of the Company increased by 80.41%, from ₹156.42 lakhs in FY 2023-24 to ₹282.20 lakhs in FY 2024-25. This increase was due to increase in Interest expenses by 75.31% from ₹150.03 lakhs in FY 2023-24 to ₹263.01 lakhs in FY 2024-25 and Other Borrowing Costs increased by 199.88% from ₹6.40 lakhs in FY 2023-24 to ₹19.19 lakhs in FY 2024-25.

Depreciation and Amortization Expenses:

Depreciation and Amortization for the financial year 2024-25 stood at ₹101.51 Lakhs as against ₹86.91 Lakhs during the financial year 2023-24. The increase in depreciation and amortization was around 16.79 % which was majorly due to addition in Property, Plant and equipment during the year.

Other Expenses:

During the financial year 2024-25, the Other Expenses of the Company increased by 57.93%, from ₹612.78 lakhs in FY 2023-24 to ₹967.75 lakhs in FY 2024-25. This increase was due to increase Processing charges by 802.70% from ₹0.24 lakhs in FY 2023-24 to ₹2.19 lakhs in FY 2024-25, Labour/Job Work Charges by 3276.15 % from ₹6.14 lakhs in FY 2023-24 to ₹207.23 lakhs in FY 2024-25, Transportation & Freight by 46.15% from ₹70.70 lakhs in FY 2023-24 to ₹103.32 lakhs in FY 2024-25, Testing Charges by 83.76 % from ₹7.08 lakhs in FY 2023-24 to ₹13.01 lakhs in FY 2024-25, Factory Expense by 355.74% from ₹7.66 lakhs in FY 2023-24 to ₹34.91 lakhs in FY 2024-25, Knitting Charges by 1909.94% from ₹0.22 lakhs in FY 2023-24 to ₹4.41 lakhs in FY 2024-25, Foreign Travelling Expenses by 1818.36 % from ₹0.68 lakhs in FY 2023-24 to ₹12.95 lakhs in FY 2024-25, certification charges by 257.49 % from ₹3.30 lakhs in FY 2023-24 to ₹11.78 lakhs in FY 2024-25, License Fee by 310 % from ₹0.72 lakhs in FY 2023-24 to ₹2.97 lakhs in FY 2024-25 etc.

Restated Profit before tax:

Profit before tax for the financial year 2024-25 increased to ₹629.06 Lakhs as compared to profit of ₹340.02 Lakhs in the financial year 2023-24. The increase of 85% was majorly due to factors as mentioned above.

Restated profit after tax:

Profit after tax for the financial year 2024-25 increased to ₹489.85 Lakhs as compared to profit of ₹283.93 Lakhs in the financial year 2023-24. The Company's PAT margin for FY 24-25 stood at 9.23% as compared to 7.63% in FY 23-24 resulting in an increase in margin by 1.60%. The major reason for the increase in margin was due to following reasons:

- i. Increase in Revenue from Operations from ₹ 3,722.94 lakhs in FY 2023-24 to ₹ 5,307.24 lakhs in FY 2024-25, representing a growth of 42.56%, primarily driven by 43.10% increase in sale of manufactured goods.

- ii. Increase in Other Income from ₹ 90.81 lakhs in FY 2023-24 to ₹ 198.40 lakhs in FY 2024-25, representing a rise of 118.47%. This increase was due to increase in interest income from ₹0.65 lakhs in FY 2023-24 to ₹6.05 lakhs in FY 2024-25, representing an increase of 835.31%, increase in foreign exchange gain/loss from ₹86.12 lakhs in FY 2023-24 to ₹191.16 lakhs in FY 2024-25, representing an increase of 121.98% and increase in rebate & discount from supplier from ₹0.11 lakhs in FY 2023-24 to ₹1.20 lakhs in FY 2024-25, representing an increase of 984.30%.
- iii. Increase in Closing Stock from 1,487.24 lakhs in FY 2023-24 to ₹ 2,953.59 lakhs in FY 2024-25, resulting in an increase of 98.60%. The increase is due to higher levels of raw materials, work-in-progress, and finished goods kept for confirmed orders and expected demand. The increase was due to increase in closing stock of finished goods from ₹575.21 lakhs in FY 2023-24 to 1,419.19 lakhs in FY 2024-25, representing an increase of 146.73% increase in closing stock of WIP ₹387.57 lakhs in FY 2023-24 to 540.74 lakhs in FY 2024-25, representing an increase of 39.52% and increase in closing stock of Raw Material and Raw Material in Transit ₹ 524.46 lakhs in FY 2023-24 to 993.65 lakhs in FY 2024-25, representing an increase of 89.46%. A part of the finished goods inventory as at 31 March 2025 and 31 March 2024 was sold in the following months. Revenue reported in GSTR returns for April and May 2025 were ₹1,453.67 lakhs as compared to ₹475.46 lakhs for April and May 2024, showing an increase of 205.74%. This indicates that a part of the closing inventory was sold after year-end. The higher inventory as on March 2025 was due to completion of orders in March which were dispatched in April and May 2025. The Company follows a system of producing and dispatching goods in bulk based on customer orders. Company also purchased raw materials in advance during FY2024-25 for confirmed and expected orders from customers and increased work-in-progress based on planned production for the next period.
- iv. The Company's PAT Margin increased as compared to FY 2023-4 primarily due to increase in order volumes from existing customers and increase in manufacturing and supply of higher value products. Further, during FY 2024-25, orders from the Swiss government segment were executed under the MBAS clothing system following the completion of the transition from the existing clothing system.

Due to all the above reasons and due to higher operational efficiency, increased scale of operations, and better cost absorption during FY 2024-25 there was increase in PAT margin.

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 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 18 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. 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 page 18, 100 and 202 respectively of this Prospectus, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Segment Reporting

Our business activity primarily falls within a single business segment and therefore we do not follow any other segment reporting

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

7. Seasonality of business

Our business is not subject to seasonality. For further information, see ***“Industry Overview”*** and ***“Our Business”*** on page 87 and 100 respectively of this Prospectus.

8. *Dependence on single or few customers*

During the Fiscal 2026, Fiscal 2025 and Fiscal 2024, our top 10 customers contributed approximately 99.65%, 99.70%, 99.21% and 99.13% of our revenue from operations respectively. Moreover, our revenue from our top customer constituted 56.93% 51.51% and 38.13% of our revenue from operations for the financial year ended at March 31, 2026, March 31, 2025 and March 31, 2024 respectively.

9. *Competitive conditions*

Competitive conditions are as described under the Chapters ***“Industry Overview”*** and ***“Our Business”*** beginning on page 87 and 100 respectively of this Prospectus.

10. *Details of material developments after the date of last balance sheet i.e., March 31, 2026*

After the date of last Balance sheet i.e., March 31, 2026, the following material events have occurred:

1. Our Company has approved the Audited Financial Statements for the period ended on March 31, 2026 in the Board meeting dated August 11, 2026.
2. The Company has approved the Restated Financial Statements for the financial year ending March 31 2026, March 31, 2025 and March 31, 2024 in the Board meeting dated August 14, 2026.
3. Our Company has approved this Red Herring Prospectus vide resolution in the Board Meeting dated August 31, 2026.

CAPITALISATION STATEMENT

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue
	March 31, 2026	
Debt		
Current borrowing (excluding current maturity)	2,261.98	2,261.98
Non-current borrowing (including current maturity)	587.65	587.65
Total Debt	2,849.63	2,849.63
Shareholders' Fund (Equity)		
Equity Share Capital	990.00	1,345.20
Reserves & Surplus	1,483.65	5,639.49
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	2,473.65	6,984.69
Long Term Debt/Equity	0.24	0.08
Total Debt/Equity	1.15	0.41

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2026.
4. For the purpose of calculation of Shareholder's Fund as on March 31, 2026, revaluation reserve has been excluded.
5. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 35,52,000 equity shares being offered through IPO at a price of ₹127/- share.
6. The corresponding post-issue capitalization data for each amount listed in the above table has been adjusted to reflect the fresh issue of shares.
7. We have not considered the expenses related to the proposed issue in calculation of adjusted other equity.

SECTION-VI- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding: (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 Promoters in the last five financial years, including outstanding action; (v) Other Pending Litigation based on Material Litigations (as disclosed herein below); involving our Company, its Directors, Promoters or (vi) litigation involving our Group Company, which has a material impact on our Company.

Except as stated in this section, there are no: (i) criminal proceedings and (ii) actions by statutory or regulatory authorities, involving our Key Managerial Personnel's ("KMP's") and Senior Management.

For the purpose of (v) & (vi) above, Our Board, in its meeting held on January 05, 2026 determined that outstanding legal proceedings involving the Company, its Directors, Promoters and Group Company will be considered as material litigation ("Material Litigation") based on lower of the threshold criteria mentioned below:

- (i) As per the policy of materiality defined by the board of directors of the issuer where the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*
Or
- (ii) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*
 - (a) two percent of turnover, as per the latest annual restated financial statements of the issuer being ₹ 153.78 lakhs; or*
 - (b) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative being ₹ 49.47 lakhs; or*
 - (c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer being ₹ 32.68 lakhs.*

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 % of the Company's trade payables as per the last restated financial statements shall be considered material dues for the company for the purpose of disclosure in this Prospectus. ("Material Dues"). Unless stated to the contrary, the information provided below is as of the date of this Prospectus.

Our Company, its Directors and its Promoters are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.

A. LITIGATION INVOLVING THE COMPANY

a) Criminal litigations against the Company

As on the date of this Prospectus, there are no outstanding criminal litigations initiated against the Company.

b) Criminal litigations filed by the Company

As on the date of this Prospectus, there are no outstanding criminal litigations initiated by our Company.

c) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

d) Tax Proceedings

Set out herein below are details of claims relating to direct and indirect taxes involving the Company:

(₹ in lakhs)

Nature of Proceedings	Assessment Year (AY)/ Financial Year (FY)	Number of Cases	Amount Involved*	Status
Direct Tax				
Income Tax	AY 2019	1	0.15	Outstanding demand being reflected on the Income Tax Portal against our Company. Demand was raised under Section 168 of the Income Tax Act, 1961, on March 27, 2021. The company has since made the necessary payment to address this demand. However, despite the payment, the outstanding amount is still reflected on the Income Tax portal, indicating that the demand has not yet been updated or resolved on the system.
Indirect Tax				
GST	FY 2019-20	1	-	Company received a scrutiny notice under the TNGST/CGST Acts for FY 2019-20 in Form GST ASMT-10 (Ref. No. ZD330922028650L dated 22.09.2022) in relation to GSTR-3B returns. The notice alleged mismatches between GSTR-3B, GSTR-1 and GSTR-2A, including alleged excess ITC claimed vis-à-vis auto-drafted ITC. Our Company has filed a reply for the same and the matter is pending adjudication.
GST	FY 2022-23	1	98.73	Company received a scrutiny notice in Form GST ASMT-10 (Ref. No. ZD330126197142M) dated 28.01.2026 under Section 61 of the TNGST/CGST Acts for FY 2022-23 (April 2022 – March 2023), intimating discrepancies in GSTR-3B. The Company has filed a reply in Form GST ASMT-11 dated 13.02.2026 (ARN: ZD330226111028Y), admitting and paying the demand (CGST ₹188, SGST ₹188; total ₹376) and requesting dropping of the notice; no order has been passed as on date. Further to this, the Company received SCN and DRC – 01 (Ref No. ZD330526013539E) dated 04.05.2026 was received by the Company under section 73 of TNGST Act for FY 2022-23 (April 2022 – March 2023), in respect of discrepancies identified on scrutiny of the returns and trading, profit and loss account statement amounting to ₹ 98.73 lakhs. The Company has filed a reply dated 29.05.2026 (ARN: ZD330526013539E). The matter is currently pending adjudication.
GST	FY 2021 -22	1	-	Company received a scrutiny notice in Form GST ASMT-10 (Ref. No. ZD3308252437570) dated 21.08.2025 under Section 61 of the TNGST/CGST Acts for FY 2021-22 (April 2021 – March 2022) in respect of GSTR-3B, intimating discrepancies identified on scrutiny of the returns, including (i) variances in exempted/nil rated/non-GST turnover vis-à-vis GSTR-9, GSTR-9C, GSTR-1 and GSTR-3B, (ii) treatment of supplies/stock transfers to related or distinct persons covered by e-way bills issued at nil rate as taxable supplies under Schedule I, (iii) compliance with Sections 34 and 15(3)(b) in relation to credit notes and corresponding tax reductions, and (iv) interest implications on additional tax for FY 2020-21 disclosed through amendments in returns for FY 2021-22, and calling upon the Company to furnish an explanation and, where applicable, to discharge any differential tax along with interest through Form GST DRC-03 within 30 days of receipt of the notice. The matter is pending adjudication.
GST	FY 2020-21	1	Negligible	Company received a show cause notice in DRC 07 (Ref No. ZD3305260822389) dated 11.05.2026 under section 74 of the TNGST/CGST Act for FY 2020-21 (April 2021 – March 2022), for the penalty of ₹376 levied under section 74 of the TNGST/CGST Act. The Company has paid the demand on 19.05.2026.
GST	FY 2022-23	1	17.84	Company received a scrutiny notice in Form GST ASMT-10 (Ref. No. ZD3305260658445) dated 08.05.2026 under Section 61 of the TNGST Act for FY 2022-23 (April 2022 – March 2023), intimating discrepancies in the return. The Company has filed a reply in Form GST ASMT-11 dated 04.06.2026 (ARN: ZD3305260658445). The

Nature of Proceedings	Assessment Year (AY)/ Financial Year (FY)	Number of Cases	Amount Involved*	Status
				Company paid the demand of ₹ 0.46 lakhs and requested dropping of the notice. Further to this, the Company received SCN and DRC – 01 (Ref No. ZD3306262067486) dated 22.6.2026 under section 73 of TNGST Act for FY 2022-23 (April 2022 – March 2023) for various discrepancies, including, (i) Output turnover discrepancies; (ii) Input tax discrepancies; (iii) Late fee calculation/interest/penalty. The Company has filed a reply dated 29.05.2026 (ARN: ZD330526013539E). The matter is currently pending adjudication.
Total		6	116.72	

* to the extent quantifiable.

e) Other pending material litigations against the Company

As on the date of this Prospectus, there are no other pending material litigations initiated against the Company.

f) Other pending material litigations filed by the Company

As on the date of this Prospectus, there are no other pending material litigations filed by our Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of filing of this Prospectus, there are no criminal proceedings against the Promoters & Directors of the Company.

b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings filed by the Directors of the Company.

c) Other pending material litigations against the Promoters & Directors of the Company

As on the date of this Prospectus, there is no other pending material litigation filed against the Promoters & Directors of the Company.

d) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Prospectus, there is no other pending material litigation filed by the Promoters & Directors of the Company.

e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

f) Tax Proceedings

Set out herein below are details of claims relating to direct and indirect taxes involving the Promoters & Directors of the Company:

(₹ in lakhs)

Name of the Promoter / Director	Assessment Year/ Financial year	Number of Cases	Amount Involved* (₹ in lakhs)	Nature & Status of the proceedings
Direct Tax				
Vipul Badani	AY 2019-20	1	21.69	Promoter & Director, Vipul Badani, was subjected to reassessment proceedings for AY 2019-20 pursuant to notice under sections 148A(b) and 148 of the Income-tax Act, 1961,

Name of the Promoter / Director	Assessment Year/ Financial year	Number of Cases	Amount Involved* (₹ in lakhs)	Nature & Status of the proceedings
				on alleged escapement of income of ₹ 13.76 lakhs relating to a purported fictitious loan from Rati Diamonds Pvt. Ltd. Consequential penalty proceedings under section 271AAC (1) in respect of income proposed to be taxed under section 115BBE were also initiated. Demand of ₹ 18.70 lakhs along with accrued interest is reflected on the Income Tax Portal under Section 147 of the Income Tax Act, 1961, against our Director on March 30, 2025. Our Director has filed an appeal in Form 35 under section 246A before the Commissioner of Income-tax (Appeals). Commissioner of Income-tax (Appeals) has passed an order dated May 12, 2026 (“Order”). Aggrieved by the said Order, our Director has filed an appeal before the Income-tax Appellate Tribunal on July 20, 2026. Further, our Director has also filed a rectification application before the Commissioner of Income-tax (Appeals). The said matter is currently pending.
Vipul Badani	AY 2014-15	1	-	Promoter & Director, Vipul Badani, has been subjected to reassessment proceedings for AY 2014-15 pursuant to a notice under section 148 of the Income-tax Act, 1961 dated June 26, 2021, which, in view of the Supreme Court’s order dated May 4, 2022 in Civil Appeal No. 3005/2022, is now deemed to be a show-cause notice under section 148A(b). The reassessment is based on information received from the Investigation Wing alleging escapement of income of ₹ 1.24 crores on account of purported accommodation entries in the nature of bogus loans/purchases/sales from Shri Shripal V. Vora (S. Vora & Associates) during FY 2013-14, relevant to AY 2014-15.
Total		2	21.69	

* to the extent quantifiable.

g) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action

As on the date of this Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoter, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE GROUP COMPANY WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY:

a) Criminal proceedings against the Group Company

As on the date of this Prospectus, there are no criminal proceedings against the Group Company.

b) Criminal proceedings filed by the Group Company

As on the date of this Prospectus, there are no criminal proceedings filed by the Group Company.

c) Actions by statutory and regulatory authorities against the Group Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group Company.

d) Tax Proceedings

As on the date of this Prospectus, there are no outstanding tax litigation or claims related to direct and indirect tax involving our Group Company.

e) Other pending material litigations against the Group Company

As on the date of this Prospectus, there are no outstanding material litigations against Group Company.

f) Other pending material litigations filed by the Group Company

As on the date of this Prospectus, there are no outstanding material litigations filed by Group Company.

D. LITIGATION INVOLVING KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

(a) Criminal proceedings initiated against our Key Managerial Personnel and Senior Management

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against our Key Managerial Personnel and Senior Management.

(b) Criminal proceedings initiated by our Key Managerial Personnel and Senior Management

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by our Key Managerial Personnel and Senior Management.

(c) Actions by statutory or regulatory authorities against our Key Managerial Personnel and Senior Management

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Key Managerial Personnel and Senior Management.

E. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In accordance with the Materiality Policy, the Board of Directors of our Company considers dues exceeding 5% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2026 were ₹ 83.95 Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 4.20 Lakhs as on March 31, 2026. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on January 05, 2026. As on March 31, 2026 there are 5 creditors to each of whom our Company owes amounts exceeding 5% of our Company's total trade payables and the aggregate outstanding dues to them being approximately ₹ 47.77 Lakhs.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2026 by our Company, are set out below:

<i>(Amount in ₹ Lakhs)</i>						
Type of Creditors	No. of Creditors	Total Amount Outstanding	No of Material Creditors	Amount of Material Creditors	No of other Creditors	Amount of other Creditors
Dues to micro, small and medium enterprises	4	1.87	-	-	4	1.87
Dues to other Creditors	69	82.09	5	47.77	64	34.32
Total	73	83.95	5	47.77	68	36.18

* As defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at <https://www.qualiance.com>. It is clarified that such details available on our website do not form a part of this Prospectus.

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 202 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/ regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this 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.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industrial Regulations and Policies' on page 117 of this Prospectus.

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 February 27, 2026 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 Extraordinary General Meeting of our Company held on March 02, 2026 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;
- c. Our Board approved this Draft Red Herring Prospectus pursuant to its resolution dated March 30, 2026.
- d. Our Board approved this Red Herring Prospectus pursuant to its resolution dated August 31, 2026.
- e. Our Board approved this Prospectus pursuant to its resolution dated September 09, 2026.

Approval from the Stock Exchange:

- f. In-principle approval dated August 11, 2026 from the SME Platform of NSE ("NSE EMERGE") for using the name of the Exchange in the Offer documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- g. Agreement dated November 10, 2025 between CDSL, the Company and the Registrar to the Issue;
- h. Agreement dated May 02, 2025 between NSDL, the Company and the Registrar to the Issue;
- i. The Company's International Securities Identification Number ("ISIN") is INE1XJ401012.

II. Incorporation related approvals obtained by our Company:

Sr. No	Nature of Registration/ License	Registration Number/ CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation as Qualiance International Private Limited	U17299MH2006PTC164026	Companies Act, 1956	Registrar of Companies, Maharashtra	August 24, 2006	Valid until cancelled
2.	Fresh Certificate of Incorporation consequent upon conversion of Company from Qualiance International Private Limited	U17299MH2006PLC164026	Companies Act, 2013	Registrar of Companies, Central Processing Centre	December 09, 2025	Valid until Cancelled

Sr. No	Nature of Registration/ License	Registration Number/ CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
	to Qualiance International Limited					

III. Corporate and Tax Related Approvals Obtained by Company:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Permanent Account Number (PAN)	AAACQ1420B	Income Tax Act, 1961	Income Tax Department, Government of India	Issued on February 04, 2010	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	MUMQ00755G	Income Tax Act, 1961	Income Tax Department, Government of India	October 20, 2006	Valid until cancelled
3.	Certification of registration of Goods and Service tax – (Maharashtra)	27AAACQ1420B1Z6	Maharashtra Goods and Services Tax Act, 2017	Goods and Services Tax Department	Updated on December 29, 2025 and applicable from July 01, 2017	Valid until cancelled
4.	Certificate of Registration of Goods and Service Tax (Tamil Nadu)	33AAACQ1420B1ZD	Tamil Nadu Goods and Services Tax Act, 2017	Goods and Services Tax Department	Updated on January 05, 2026 and valid from July 01, 2017	Valid until cancelled
5.	Certificate of Enrolment of Profession Tax (Maharashtra)	¼/27/18/5258	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Professional Tax officer	September 25, 2006	Valid Until Cancelled
6.	Certificate of Registration of Profession Tax (Maharashtra)	27440562500P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	DS Maharashtra Good and Service Department	February 01, 2011	Valid Until Cancelled

IV. Approvals Obtained in Relation to Business Operations of our Company:

Our Company requires various approvals and/or licenses to carry on our business. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Legal Entity Identifier (LEI) Certificate	984500060C4FB95C8809	RBI Guidelines and Payment and Settlement Systems Act, 2007	Legal Entity Identifier India Private Limited	December 10, 2025	December 10, 2026
2.	Certificate of Importer-Exporter Code (IEC)	0394045378	The Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade, Ministry of Commerce and Industry	Updated on January 23, 2026 and Issued on October 21, 1994	Valid until cancelled
3.	Udyam Registration Certificate	UDYAM-TN-28-002294	The Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises, Government of India	Updated on January 02, 2026 and applicable from May 10, 2021	Valid until cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
4.	Registration and License to work a factory	TPR18792	Factories Act, 1948 and Tamil Nadu Factories Rules, 1950	Joint Director of Industrial Safety and Health – I, Tiruppur	Updated on February 18, 2026 Issued on July 11, 2024	December 31, 2027
5.	Shops and Establishment Registration Certificate for 206, Wing B, Knox Plaza, Mumbai -400064	820424881/PN Ward/ Commercial II	Maharashtra shops and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Chief officer of Shop and establishment	February 12, 2026	Valid till cancelled
6.	Shops and Establishment Registration Certificate for 406, Wing B, Knox Plaza, Mumbai -400064	820425939/PN Ward/ Commercial II	Maharashtra shops and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Chief officer of Shop and establishment	February 23, 2026	Valid till cancelled
7.	Shops and Establishment Registration Certificate for 407, Wing B, Knox Plaza, Mumbai -400064	820425967/PN Ward/ Commercial II	Maharashtra shops and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Chief officer of Shop and establishment	February 23, 2026	Valid till cancelled
8.	Shops and Establishment Registration Certificate for 405, Wing B, Knox Plaza, Mumbai -400064	820428875/PN Ward/ Commercial II	Maharashtra shops and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Chief officer of Shop and establishment	March 23, 2026	Valid till cancelled
9.	Shops and Establishment Registration Certificate for No. 220/1, Angeripalayam Main Road, Municipal Ward No. 10 Town, Tiruppur North Taluk, Tiruppur, District – 641603, Tamil Nadu	TNTPUAIL2TP USE-6-26-00178	Tamil Nadu Shops and Establishments Act, 1947	Assistant Inspector of Labour, Government of Tamil Nadu	April 30, 2026	Valid till cancelled
10.	Permission to commission Diesel Generator Set	Letter No. 673/EI/TPR/Reg-34/PC/2026	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Electrical Inspectorate, Government of Tamil Nadu	April 16, 2026	-
11.	Registration Certificate by Food Safety and Standards Authority of India (FSSAI – Tamil Nadu)	22426588000073	Food Safety and Standards Act, 2006	Government of Tamil Nadu Department (Food Safety Wing)	January 28, 2026	January 27, 2027
12.	Good cum passenger lift Test Certificate	H1/03775/2025	Factories Act 1948 & Tamil Nadu Factories Rules, 1950	Competent Certifier	June 11, 2025	January 22, 2027
13.	Certificate of Stability	VC/QIPL/4754/2026	Factories Act 1948 & Tamil Nadu Factories Rules, 1950	Venus Consultancy	February 19, 2026	February 18, 2029
14.	Certificate of Stability	VC/QIL/4817/2026	Factories Act 1948 & Tamil Nadu Factories Rules, 1950	Venus Consultancy	March 23, 2026	March 22, 2026
15.	Sanitary Certificate	H1/1567/2026	Tamil Nadu Public Health Act, 1939	City health officer, Public Health Department, Tiruppur City Municipal Corporation	March 13, 2026	March 12, 2027

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
16.	Pressure Vessel Testing Report	PV.1TPR:18792	Factories Act, 1948 & Tamil Nadu Factories Rules, 1950	Joint Director, Industrial Safety and Health, Tiruppur	February 17, 2026	External test to happen every six month and internal test after every twelve months
17.	Pressure Vessel Testing Report	PV.2TPR:18792	Factories Act, 1948 & Tamil Nadu Factories Rules, 1950	Joint Director, Industrial Safety and Health, Tiruppur	February 17, 2026	External test to happen every six month and internal test after every twelve months
18.	Tamil Nadu Fire and Rescue Services License	39882/RFL/NMS B/2026	Tamil Nadu Fire Service Act, 1985 and Tamil Nadu Service Rule, 1990	District officer, Fire and rescue services, Tiruppur District	April 01, 2026	March 31, 2029
19.	Certificate of Verification for [Weights and Measures] – Class II	CLM06172196	The Legal Metrology Act, 2009 & The Maharashtra Legal Metrology (Enforcement) Rule, 2011	Inspector of Legal Metrology, Malad	August 13, 2026	August 12, 2027
20.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079186	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
21.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079187	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
22.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079188	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
23.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079189	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
24.	Certification of Verification	TPU/524/079190	The Legal Metrology Act, 2009 & The Tamil Nadu	Stamping Inspector-1,	March 16, 2026	March 15, 2027

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
	[Non – Automatic Weighing Instruments – Electronic Class III and IIII]		Legal Metrology (Enforcement) Rule, 2011	Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu		
25.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079191	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
26.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079180	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
27.	Certification of Verification [Non – Automatic Weighing Instruments – Electronic Class III and IIII]	TPU/524/079181	The Legal Metrology Act, 2009 & The Tamil Nadu Legal Metrology (Enforcement) Rule, 2011	Stamping Inspector-1, Trippur office of the inspector of Legal Metrology, Government of Tamil Nadu	March 16, 2026	March 15, 2027
28.	Trade License	032/2026/01/009/0000175	Tamilnadu Urban Local Bodies Rules, 2023	Commissioner, Tiruppur City Municipal Corporation	May 16, 2026	March 31, 2027

V. Labour related Approvals obtained by our Company:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Registration under Employees' Provident Funds* (Trippur)	CBCBE1607364000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Regional Provident fund commissioner, Coimbatore	April 01, 2017	Valid until Cancelled
2.	Registration under Employees' Provident Funds (Maharashtra)*	KDMAL0094667000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Office of Regional Provident Fund Commissioner, Maharashtra	Issued on December 18, 2006 and applicable from November 01, 2006	Valid till cancellation
3.	Registration under Employees' State Insurance Corporation (Trippur)	56350043950010199	Employee's State Insurance Act, 1948 & Employees' State Insurance (General) Regulations, 1950	Sub- Regional Office, Employees State Insurance Corporation, Coimbatore	Issued on April 29, 2017 and applicable from April 01, 2017	Valid till cancellation
4.	Registration under Employees' State Insurance Corporation	35000043950000199	Employee's State Insurance Act, 1948 & Employees' State	Assistant Director Employees State Insurance	Issued on April 17, 2007 and	Valid till cancellation

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
	(Maharashtra)*		Insurance (General) Regulations, 1950	Corporation Marol	applicable from November 01, 2006	
5.	Overtime Exemption Certificate	A4/971/2026	Factories Act, 1948 and Tamil Nadu Factories Rules, 1950	Additional Director, Industrial Safety and Health, Coimbatore	March 16, 2026	March 15, 2028
6.	Certificate of Registration	IMA/R/TPR18792	Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) (Tamil Nadu) Rules, 1983	Joint Director of Industrial Safety and Health, Tiruppur	Issued on March 09, 2026 and applicable from February 01, 2024	December 31, 2030
7.	Registration of Maharashtra Labour Welfare Board	MUMUMQ000051	Labour Welfare Fund Act, 1953 and The Maharashtra Labour Welfare Fund (Amendment) Bill, 2024	Welfare Commissioner Maharashtra Labour Welfare Board	Issued on September 01, 2007 applicable from December 01, 2006	Valid till cancellation
8.	Registration of Tamil Nadu Labour Welfare Board*	TPR/FAC/2026/8653	Tamil Nadu Labour Welfare Fund Act, 1972	Tamil Nadu Labour Welfare Board	April 01, 2017	Valid till cancellation
9.	Certificate of Registration	TN/AIL2TPU/NFSH/68-26-00631	Tamil Nadu Industrial Establishments (National, Festival and Special Holidays) Act, 1958	Assistant Inspector of Labour – 2, Tiruppur, Government of Tamil Nadu	January 20, 2026	Valid till cancellation

*The initial allotment letter issued by the relevant authorities is not traceable.

VI. Intellectual property related approvals:

As on the date of Prospectus there is no Intellectual Property registered in the name of Company.

VII. Quality Certifications Approvals obtained by our Company:

Manufacturing facility: No. 5/491-R, Lakshmi Nagar, Vengamedu, Angeripalayam Road, Chettipalayam, Tiruppur, Tamil Nadu-641603, India

Sr. No.	Description	Registration/ License No	Issuing Authority	Date of Issue	Date of expiry
1.	Registration Certificate- ISO 9001:2015 (Quality Management System)	GKIN-0147-QC	G-CERTI	Issue Date June 25, 2026; Initial Date June 27, 2017	June 26, 2029; subject to annual audit
2.	Registration Certificate- ISO 14001:2015 (Environmental Management Systems)	GKIN-0147-EC	G-CERTI	Issue Date June 25, 2026; Initial Date June 27, 2017	June 26, 2029; subject to annual audit
3.	Registration Certificate-ISO 45001:2018 (Occupational health and safety Management systems)	GKIN-0147-OHC	G-CERTI	Issue Date June 25, 2026; Initial Date June 27, 2017	June 26, 2029; subject to annual audit
4.	Scope Certificate - Global Organic Textile Standard (GOTS) Version 7.0	GCL-3612-GOTS-2026	GCL International Ltd.	September 8, 2026	September 9, 2027
5.	Scope Certificate – Organic Content Standard (Version 3.0) ,Global Recycled Standard (Version 4.0)	GCL-3612-MUL-2026	GCL International Ltd.	September 8, 2026	September 9, 2027

Sr. No.	Description	Registration/ License No	Issuing Authority	Date of Issue	Date of expiry
6.	Certificate of Conformance – SA 8000:2014	65455	ABS Quality Evaluations Inc.	Revision on February 04, 2026 Initial certification Date February 10, 2023	February 9, 2029
7.	Certificate of recognition for Two Star Export House	MUMSTATAPPL-Y00000065AM27	Government of India, Directorate of Foreign Trade	Issued on July 28, 2026; Valid from July 11, 2026	July 11, 2031

VIII. Approvals or licenses applied but not received:

1. Company have made following applications for registration of trademark:

S. No.	Date of Application	Application No.	Class	Trademark Type	Trademark Image/ Word	Status
1	December 04, 2025	7379257	25	Word	QUALIANCE	Ready for Examination
2	December 04, 2025	7379258	25	Device	 QUALIANCE	Ready for Examination

IX. Approvals or licenses Pending to be applied:

1. The Professional tax registration of Tiruppur is pending. However, the company has deposited the professional tax to Tiruppur City Municipal Corporation for FY 2025-2026 dated November 04, 2025

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 other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated January 05, 2026 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: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such a company fulfills both the below-mentioned conditions: -
 - i. Such a company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
 - ii. The companies that entered into one or more transactions with such company in the preceding fiscal or audit period, as the case may be, exceeding 10.00% of the total revenue of the Company as per Restated Financial Statements.

Except as stated below, based on the parameters outlined above, as on the date of this Prospectus, there are no companies/entities falling under the definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, which are to be identified as group companies/entities (“**Group Companies**”).

The Group Company of our Company is as follows:

- 1) Silvertraq International Private Limited

Details of our Group Company:

1. Silvertraq International Private Limited (“SIPL”)

Silvertraq International Private Limited was incorporated on June 14, 2021, as a Private Limited Company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai, Maharashtra.

CIN	U17299MH2021PTC362068
PAN	ABGCS2343N
Registered Office	406, B Wing, Knox Plaza, Near Tangent Showroom Off. Link Road, Chincholi, Malad West, Mumbai City, Mumbai – 400 064, Maharashtra, India.

Financial Information:

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group company are available on the website of our Company at <https://www.qualiance.com/>.

It is clarified that such details available on our group Company’s websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Company website, as mentioned above, would be doing so at their own risk.

Other Confirmations:

- a) None of our Group Companies is listed on any stock exchange, nor have any of the Group Companies made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Company is in default in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offenses against any of the Group Company.
- c) None of the above-mentioned Group Company is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Company has not been debarred from accessing the capital market for any reason by the SEBI or any other authorities.

- e) Our Group Company has not been identified as a Wilful Defaulter or fraudulent borrower.
- f) None of our Group Companies hold any Equity Shares, warrants/convertible securities in our Company as of the date of this Prospectus.

Common pursuits:

Except as disclosed in *“Our Business” “Risk Factor”* and *“Summary of Related Party Transactions”* on page 100, 18 and 47 respectively, none of our Group Companies are in the same line of business as our Company and there are no common pursuits between our Group Companies and our Company.

Nature and extent of interest of our Group Company:

a) Interest in the promotion of our Companies

Except as disclosed in this Prospectus, none of our Group Companies has any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

Except as mentioned in the chapter titled *“Our Business”* under the heading *“Our Properties”* beginning on page 115 of this Prospectus. None of our Group Companies is interested, directly or indirectly, in the properties acquired by our Company in the preceding two years or proposed to be acquired by our Company.

c) Interest in transactions for the acquisition of land, the construction of buildings, or the supply of machinery

None of our Group Companies is interested, directly or indirectly, in any transactions for the acquisition of land, construction of buildings, or supply of machinery with our Company.

Related Party Transactions between our Company & Group Company and their significance on the financial performance of our Company

Except as disclosed in the section *“Restated Financial Statements –Annexure-Y Restated Statement of Related Party Transactions”* on page 187 of this Prospectus, there are no related business transactions of our Company with its Group Company and the significance of the same on the financial performance of our Company.

Business interest of our Group Company in our Company

Except as disclosed in the section *“Restated Financial Statements –Annexure Y Restated Statement of Related Party Transactions”* on page 187 of this Prospectus, the group company doesn't have any interest in the business of our Company or interest of any other nature as on the date of this Prospectus.

Material Litigations

Except as disclosed in the section *“Outstanding litigations and material developments”* on page 212 of this Prospectus. Our Group Company does not have any pending litigation which can have a material impact on our company.

Undertaking / Confirmations by our Group Company

None of our Promoters or Promoter Group or Group Company or persons 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, persons in control of our Company, or who have ever been a Promoter, Director or person in control of any other Company, which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Company /Promoter Group entities have been declared as willful defaulters or economic offenders by the RBI or any other government authority and there are no violations of securities laws committed by them or any entity 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 regard to the Group Company is also available on the website of our company i.e., <https://www.qualiance.com>

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 February 27, 2026 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 March 02, 2026 authorized the Issue.

In-Principle Approval:

Our Company has obtained in-principal approval from the NSE Emerge for using its name in the Red Herring Prospectus/ Prospectus pursuant to an approval letter dated August 11, 2026 NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that our Company, Promoters, Promoter Group and Directors are not prohibited from accessing the capital markets and are not debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as Promoter or Director.

Association with Securities Market:

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or issuer, have not been 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 regulators in any other jurisdiction or any other authority/court.

Prohibition by RBI:

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters, Group companies or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 212 of this Prospectus.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Directors, our Promoters and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as applicable, to them in relation to their respective holding in our Company, as on the date of this Prospectus.

Confirmations

- i. Neither our company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any Directors of our company are a Promoter or director of any other company which is debarred from accessing the capital market by the Board
- iii. Neither our Company, nor our Promoters or our directors, is a Wilful Defaulter or a fraudulent borrower.
- iv. Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- v. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of our Company.

Eligibility for the Issue:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees but less than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “NSE Emerge”).

We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the 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 50 of this Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Offer Document along with a Due Diligence Certificate and Abridged Prospectus including additional confirmations as required to SEBI at the time of filing the Offer Document with the Registrar of Companies and the Stock Exchange. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the 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 NSE (NSE Emerge). 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 50 of this Prospectus.
- e) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
- f) In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
- g) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
- h) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.
- i) In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations, there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.
- j) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of NSE (“NSE Emerge”) is the Designated Stock Exchange.
- k) 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.
- l) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
- m) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters, Promoter Group is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- 1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated November 10, 2025 and National Securities Depository Limited dated May 02, 2025 for establishing connectivity.
- 2. Our Company has a website i.e., <https://www.qualiance.com>

- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus.
- There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to SME Platform of NSE.

We confirm that we comply with all the below requirements/conditions so as to be eligible to be listed on the SME Platform of NSE (NSE Emerge): -

- Our Company was originally formed as a partnership firm under the provisions of the Indian Partnership Act, 1932 in the name and style of “M/s. Qualiance Exports” pursuant to a deed of partnership entered between Vipul Badani, Krupa Rajesh Badani at Mumbai, Maharashtra with effect from October 05, 1994, and was registered with the Registrar of Firms vide Registration number BA/60949. Subsequently, the partnership firm was converted into a private limited under the provisions of the Part IX of Companies Act, 1956, and a fresh certificate of Incorporation dated August 24, 2006 issued by the Registrar of Companies, Mumbai, Maharashtra, in the name of “Qualiance International Private Limited” bearing Corporate Identification Number: U17299MH2006PTC164026. Thereafter, our Company was converted from a private limited company to a public limited company vide special resolution passed by the shareholders at the extraordinary general meeting held on November 29, 2025 and consequently, the name was changed from “Qualiance International Private Limited” to “Qualiance International Limited” vide a fresh certificate of incorporation consequent upon conversion to public company dated December 09, 2025 was issued by the Registrar of Companies, Central Processing Centre bearing CIN: U17299MH2006PLC164026.
- The post issue paid up capital of the company will be less than ₹25 Crores.
- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this offer document.
- Our Company has track record of more than three years as on date of filing of this Prospectus.
- The company has minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years and its net worth as on March 31, 2026 is positive:

(₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Net Worth*	2,473.65	1,382.25	892.40
Operating profit **	1,671.67	797.05	486.15

* ‘Net worth’ has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amortization.

** ‘Operating Profit’ has been calculated as profit before tax add depreciation, interest cost and non-operating expenses less other income.

- The company/entity has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years as per audited financials preceding the application.

(₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Net Cash flow from Operations	784.31	(445.08)	284.72
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	147.62	222.84	51.85
Add- Net Total Borrowings (net of repayment)	(121.38)	1,054.29	(3.49)
Less- Interest expense (1-T)	241.67	204.23	122.15
Free cash flow to Equity (FCFE)	273.64	182.15	107.22

- Since the issue does not include an Offer for sale (OFS) component, the condition relating to OFS – namely that it shall not exceed 20% of the total issue size and selling shareholders shall not sell more than 50% of their shareholding, is not applicable.
- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies;
- There is no winding up petition against the Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

10. The company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
11. As informed by BRLM to us, None of the Issues managed by BRLM are returned by NSE in last six months from the date of this offer document.
12. The company confirms that Object of the issue does not consist of Repayment of Loan from Promoter, Promoter Group or any related party, from the issue proceeds, whether directly or indirectly.
13. There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
14. There is no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Company/ group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
15. There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled "Outstanding Litigation and Material Developments" of the offer document.
16. None of the issuer, its promoters, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board;
17. None of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board
18. None of the issuer, promoters or directors is a wilful defaulter or a fraudulent borrower.
19. None of the promoters or directors is a fugitive economic offender.
20. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer
21. There has been addition in the promoters of the company in the preceding one year from the date of filing the application with NSE for listing on the SME Segment. Earlier, the promoters comprised Vipul Badani and Krupa Rajesh Badani. Subsequently, Bhoomin R Badani has been added to the promoter category.

We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the SME Platform of NSE.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2026. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR

OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in price, +/- % change in closing price, benchmark]- 30 th calendar days from listing	+/- % change in price, +/- % change in closing price, benchmark]- 90 th calendar days from listing	+/- % change in price, +/- % change in closing price, benchmark]- 180 th calendar days from listing
SME IPO's								
1.	E to E Transportation Infrastructure Limited	84.22	174.00	January 02, 2026	330.60	17.56% [-3.83%]	5.60% [-13.86%]	55.11% [-9.35%]
2.	Kasturi Metal Composite Limited	17.61	64.00	February 03, 2026	64.00	-6.03% [-5.52%]	0.00% [-8.15%]	-6.25% [-6.81%]
3.	Vivid Electromech Limited	130.54	555.00	April 07, 2026	565.00	30.74% [5.22%]	118.02% [4.96%]	N.A.
4.	Adisoft Technologies Limited	74.10	172.00	April 30, 2026	205.00	31.60% [-1.87%]	0.52% [-0.05%]	N.A.
5.	Q-Line Biotech Limited	214.48	343.00	May 29, 2026	452.00	59.33% [2.16%]	56.55% [2.80%]	N.A.
6.	Clay Craft India Limited	110.11	203.00	June 24, 2026	211.00	-19.14% [-0.63%]	N.A.	N.A.
7.	Poojaa Precision Engg. Limited	159.83	301.00	August 04, 2026	470.00	104.52% [-2.37%]	N.A.	N.A.
8.	Anawil Wire and Engineering Limited	177.81	270.00	August 10, 2026	329.65	44.37% [-3.86%]	N.A.	N.A.
9.	Credent Connect N Care Limited	93.90	189.00	August 20, 2026	359.10	N.A.	N.A.	N.A.
10.	Phychem Technologies Limited	14.58	54.00	September 07, 2026	56.00	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

- 1) The scrip of Vivid Electromech Limited, Adisoft Technologies Limited, Q-Line Biotech Limited have not completed its 180th day from the date of listing; Clay Craft India Limited, Poojaa Precision Engg. Limited, Anawil Wire and Engineering Limited have not completed its 90th day from the date of listing; Credent Connect N Care Limited and Phychem Technologies 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- calendar days from listing			No. of IPOs trading at Premium- calendar days from listing			No. of IPOs trading at discount- calendar days from listing			No. of IPOs trading at Premium- 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%
2024-25	26 ⁽¹⁾	2,152.13	-	1	5	11	2	7	-	5	2	11	2	6
2025-26	16 ⁽²⁾	1,144.12	-	-	5	4	2	5	-	3	4	5	2	2
2026-27	8 ⁽³⁾	975.35	-	-	1	2	2	-	-	-	-	-	-	-

- 1) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machineries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries

Limited was listed on August 20, 2024, Aeron Composite Limited was listed on September 04, 2024, Namo eWaste Management Limited was listed on September 11, 2024, My Mudra Fincorp Limited was listed on September 12, 2024, Vision Infra Equipment Solutions Limited was listed on September 13, 2024, Shubhshree Biofuels Energy Limited was listed on September 16, 2024, Wol 3D India Limited was listed on September 30, 2024, Manba Finance Limited was listed on September 30, 2024, Unilex Colours and Chemicals Limited was listed on October 03, 2024, Sahasra Electronic Solutions Limited was listed on October 04, 2024, Forge Auto International Limited was listed on October 04, 2024, Danish Power Limited was listed on October 29, 2024, Enviro Infra Engineers Limited was listed on November 29, 2024 and Readymix Construction Machinery Limited was listed on February 13, 2025.

- 2) The scrip of Tankup Engineers Limited was listed on April 30, 2025, Unified Data- Tech Solutions Limited was listed on May 29, 2025, Monolithisch India Limited was listed on June 19, 2025, Safe Enterprises Retail Fixtures Limited was listed on June 27, 2025, Shri Hare-Krishna Sponge Iron Limited was listed on July 01, 2025, PRO FX Tech Limited was listed on July 03, 2025, Meta Infotech Limited was listed on July 11, 2025, Takyon Networks Limited was listed on August 06, 2025, Ecoline Exim Limited was listed on September 30, 2025, Systematic Industries Limited was listed on October 01, 2025, Ameenji Rubber Limited was listed on October 06, 2025, Zelio E-Mobility Limited was listed on October 08, 2025, Dhara Rail Projects Limited was listed on December 31, 2025, Bai-Kakaji Polymers Limited was listed on December 31, 2025, E to E Transportation Infrastructure Limited was listed on January 02, 2026 and Kasturi Metal Composite Limited was listed on February 03, 2026.
- 3) The scrip of Vivid Electromech Limited was listed on April 07, 2026, Adisoft Technologies Limited was listed on April 30, 2026, Q-Line Biotech Limited was listed on May 29, 2026, Clay Craft India Limited was listed on June 24, 2026, Poojaa Precision Engg. Limited was listed on August 04, 2026, Anawil Wire and Engineering Limited was listed on August 10, 2026, Credent Connect N Care Limited was listed on August 20, 2026 and Phychem Technologies Limited was listed on September 07, 2026.

Note:

- a) Based on date of listing.
- b) NIFTY 50 and BSE SENSEX have been considered as the benchmark index.
- c) Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.
- d) In case the 30th /90th /180th calendar day is a holiday or scrips are not traded, then data from previous trading day has been considered.
- e) N.A. – Period not completed.
- f) 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 is restricted to last 10 equity issues handled by Book Running Lead Manager.

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.hemsecurities.com.

Disclaimer from our Company and the Book Running Lead Manager:

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The 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 March 24, 2026 and the Underwriting Agreement dated August 11, 2026 entered into between the Underwriters and our Company and the Market Making Agreement dated August 11, 2026 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, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue were required to confirm and were deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules,

regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction:

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra, India only.

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 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 Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

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 Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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 NSE (NSE Emerge):

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/6850 dated August 11, 2026, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

The Draft Red Herring Prospectus and the Red Herring Prospectus were filed and the Prospectus is being filed with the SME Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 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 along with the Abridged Prospectus has been filed and a copy of the 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 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to 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 NSE Emerge. Our Company has obtained in-principal approval from NSE by way of its letter dated August 11, 2026 for listing of equity shares on NSE Emerge (SME Platform of NSE).

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this 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 SME Platform of NSE (NSE Emerge) mentioned above are taken within three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, all amounts received in the Public Issue Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, as prescribed under applicable law.

Impersonation:

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

Consents:

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Senior Management Personnel, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager to the Issue, Registrar to the Issue, Legal Advisor to the Issue, Underwriter to the Issue, Market Maker to the Issue, and Banker to the Issue (Sponsor Bank) to act in their respective capacities have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, R K Jagetiya & Co., Chartered Accountants, Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

Experts Opinion:

Except for the reports in the section ***“Statement of Special Tax Benefits”, “Restated Financial Statements” “Statement of Financial Indebtedness”*** on page 82, 149 and 199 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Prospectus, as required under the Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Prospectus. However, the term **“expert”** shall not be construed to mean an **“expert”** as defined under the U.S. Securities Act, 1933.

Our Company has received written consent dated August 14, 2026, from M/s. R K Jagetiya & co., Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Peer Review Auditors, and in respect of their (i) examination report, dated August 14, 2026 on the Restated Financial Information; and (ii) their statement of special tax benefits in this Prospectus and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has received written consent dated March 27, 2026 from S.C. Sheth Chartered Engineer, to include their name in this Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of his certificate on the installed capacity of the Company in connection with the Issue and such consent has not been withdrawn as of the date of this Prospectus.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Book Running Lead Manager will be as per the (i) Book Running Lead Manager Agreement dated March 24, 2026 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated August 11, 2026 with Underwriter and (iii) the Market Making Agreement dated August 11, 2026 with 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 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 March 24, 2026 a copy of which is available for inspection at our Company’s Corporate 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:

For detailed description please refer to section titled ***“Capital Structure”*** beginning on page 58 of this Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled ***“Capital Structure”*** beginning on page 58 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in since incorporation.

Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company:

Except as stated in the chapter titled ***“Capital Structure”*** beginning on page 58 our Company has not undertaken any previous public or rights issue.

Performance vis-a-vis objects - Last Issue of Subsidiary Companies:

As on the date of this Prospectus, our Subsidiary Companies have not undertaken any public issue.

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.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Redeemable Preference Shares as on the date of filing this Prospectus.

Partly Paid-Up Shares

As on the date of this 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 Prospectus.

Stock Market Data of the 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.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this 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:

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor. All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations. Our Company has obtained authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Company has appointed Pradeep Devanand Prajapati as a Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Pradeep Devanand Prajapati
Company Secretary and Compliance Officer
Qualiance International Limited

Address: 406 - B Wing, Knox Plaza Next to
Tangent Showroom, Mindspace, Malad West,
Mumbai, Maharashtra, India – 400 064

Tel. No.: +91 22 42666003

Email: cs@qualiance.com

Website: <https://www.qualiance.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Board by a resolution on March 10, 2026 constituted a Stakeholders Relationship Committee. For further details, please refer to the section titled “**Our Management**” beginning on page 132 of this Prospectus.

Status of Investor Complaints:

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this 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 82 of this Prospectus.

Purchase of Property:

Other than as disclosed in Section “**Our Business**” beginning on page 100 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 Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under the section titled “**Capital Structure**” beginning on page 58 of this Prospectus, our Company has not capitalised its reserves or profits at any time since inception.

Revaluation of Assets:

Except as disclosed in the chapter titled “**History And Corporate Structure**” beginning on page 128 of this Prospectus, Our Company has not revalued its assets in ten (10) years preceding the date of this Prospectus.

Servicing Behaviour:

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in the chapter titled ***“Our Management”*** beginning on page 132 and chapter titled ***“Restated Financial Statements”*** beginning on page 149. None of the beneficiaries of loans and advances and sundry debtors is related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

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

SECTION VII: ISSUE-RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Bid cum 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, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 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 Individual Investors applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of upto 35,52,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 27, 2026 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on March 02, 2026 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued pursuant to Bid/Issue 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 the section titled, "**Main Provisions of Article of Association**", beginning on page 267 of this 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 148 and 267 respectively of this Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹10/- and the Issue Price at the lower end of the Price Band is ₹120/- Equity Share ("Floor Price") and at the higher end of the Price Band is ₹127/- Equity Share ("Cap Price"). The Anchor Investor Issue Price is ₹127/- Equity Share.

The Price Band and the minimum Bid Lot size were decided by our Company in consultation with the Book Running Lead Manager, and was advertised two Working Days prior to the Bid/Issue Opening Date, in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard, a Hindi national daily newspaper and Marathi edition of Pratahkal a regional daily newspaper each with wide circulation and 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, were pre-filled in the Bid

cum Application Forms available on the website of the Stock Exchange. The Issue Price was determined by our Company and in consultation with the Book Running Lead Manager, 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 267 of this Prospectus.

Allotment of securities only in Dematerialized Form

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 offered through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements have been signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated May 02, 2025 between NSDL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated November 10, 2025 between CDSL, Our Company and Registrar to the Issue;

The Equity Shares on Allotment shall be traded only in dematerialised segment of the Stock Exchange. Allottees shall have the option to rematerialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and Regulation 14 of Depositories Act.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267(2) of the SEBI ICDR (Amendment) Regulations, 2025, our Company shall ensure that the minimum application size shall be two lots per application:

“Provided that the minimum application size shall be above ₹2 lakhs.”

The trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares and the same may be modified by the NSE (Emerge platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000 Equity Shares of face value of ₹10/- each and is subject to a minimum allotment of 2,000 Equity Shares of face value of ₹10/- each to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Investors should note that as per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29(1) of the Companies Act, 2013, Equity Shares of an issuer shall be allotted to the successful Bidders only in the dematerialised form. Bidders will not have the option of getting Allotment of Equity Shares in physical form. The Equity Shares on Allotment shall be

traded only in dematerialised segment of the Stock Exchange. Allottees shall have the option to rematerialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and Regulation 14 of Depositories Act.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, 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 Mumbai, Maharashtra only.

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 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 Opened Date ¹	Friday, 4 September, 2026 ¹
Bid/Issue Closed Date ²	Tuesday, 8 September, 2026 ^{2,3}
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Wednesday, 9 September, 2026
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	On or about Thursday, 10 September, 2026

Event	Indicative Date
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or about Thursday, 10 September, 2026
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	On or about Friday, 11 September, 2026

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closed Date, the Bidder shall be compensated at a uniform rate of ₹100 per day 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. 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.

In accordance with SEBI (ICDR) Regulations, QIB and Non-Institutional Bidders were 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. Individual Bidders were able to revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Bidders, in this Issue will be on a proportionate basis.

Minimum Subscription and Underwriting

Minimum subscription in the issue is 90% and the issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount is not subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, or such other period as may be specified by the SEBI, the application money has to be returned within such period as may be prescribed. If the stated minimum amount has not been subscribed and the sum payable on application is not received within the period specified therein, then the application money shall be repaid within a period of fifteen days from the closure of the issue and if any such money is not so repaid within such period, the directors of the company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of fifteen percent per annum.

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.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred). 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 50 of this 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 two lots. Provided that minimum application size shall be above ₹2 lakhs.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a NSE EMERGE is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on NSE EMERGE to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- the Company has obtained an in-principal approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).”

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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

As per NSE Circular dated April 24, 2025 our Company may migrate its securities from SME Platform of NSE Limited to main board platform of the NSE Limited:

Parameter	Listing Criterion
Paid up Capital & Market Capitalization	Paid-up equity capital is not less than INR 10 crores and Average capitalization shall not be less than INR 100 crores. For this purpose, capitalization will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares
Revenue from Operation & EBIDTA	The revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out of 3 financial years.
Listing period	Should have been listed on SME platform of the Exchange for at least 3 years.
Public Shareholders	The total number of public shareholders should be at least 500 on the date of application.
Promoter & Promoter Group Holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
Other Listing conditions	- No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company. - The company has not received any winding up petition admitted by NCLT/IBC. - The net worth of the company should be at least 75 crores. - No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. - No debarment of Company/Promoter, subsidiary Company by SEBI. - No Disqualification/Debarment of director of the Company by any regulatory authority. - The applicant company has no pending investor complaints in SCORES. - Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. - No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

Market Making

The shares offered through this issue are proposed to be listed on the NSE (Emerge platform of NSE), 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 Emerge platform of NSE.

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 50 of this Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 1,000 shares of face value of ₹10/- each 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 Emerge platform of National Stock Exchange of India Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other

investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre-issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled "**Capital Structure**" beginning on page 58 of this 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 267 of this Prospectus.

Pre-issue and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013 and as per format prescribed in Part A of Schedule X of the SEBI ICDR Regulations, our Company has, after filing the Red Herring Prospectus with the RoC published a pre-offer and price band 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.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e., Business Standard, all editions of Hindi national newspaper i.e., Business Standard and Marathi edition of the regional newspaper "Pratahkal" with wide circulation where our registered office is situated.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserves the right 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 and price band 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 Book Running Lead Manager 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. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Issue Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue of the Equity Shares, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Issue and Price Band advertisements have appeared, and the Stock Exchanges will also be informed promptly.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue paid up capital is more than ten crore rupees and upto twenty-five crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("*SME Exchange*", in this case being the NSE EMERGE). For further details regarding the salient features and terms of such an issue, please refer to the chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 238 and 247 of this Prospectus.

Issue Structure:

The present issue is of up to 35,52,000 Equity Shares of face value of ₹10/- each (*the "Equity Shares"*) for cash at a price of ₹127/- Equity Share (including a Share Premium of ₹117/- Equity Share), aggregating up to ₹4511.04 Lakhs ("*the Issue*") by the issuer Company (*the "Company"*).

The Issue comprises a reservation of up to 1,80,000 Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker ("*the Market Maker Reservation Portion*") and Net Issue to Public of up to 33,72,000 Equity Shares of face value of ₹10 each ("*the Net Issue*"). The Issue and the Net Issue will constitute 26.40% and 25.07%, 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 ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Individual Investors
Number of Equity Shares available for allocation	1,80,000* Equity Shares of face value of ₹10/- each	Upto 16,83,000* Equity Shares of face value of ₹10/- each	Upto 5,07,000* Equity Shares of face value of ₹10/- each	Upto 11,82,000* Equity Shares of face value of ₹10/- each
Percentage of Issue Size available for allocation	5.07 of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, upto 5% of the Net QIB Portion (excluding the Anchor Investor 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 Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs.	Not less than 15% of the Net Offer Subject to the following: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹10 Lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10 Lakhs.	Not less than 35.00% of Net Offer
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) 33,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 16,83,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) 60% of the QIB portion, aggregating up to 10,09,000 Equity Shares, were allocated on a discretionary	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares of face value of ₹10/- each in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis as follows – One-third of the Non-Institutional Category will be made available for allocation to Bidders with an application size of more	Allotment to each Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares of face value of ₹10/- each in the Individual Investor Portion and the remaining available Equity Shares if any, shall be allotted on proportionate basis. For details, see " <i>Issue Procedure</i> " beginning on page 247 of this Red Herring Prospectus.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Individual Investors
		basis to Anchor Investors of which upto 40% of the Anchor Investor Portion shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds; and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. For further details, please refer to the section titled “Issue Procedure” beginning on page 247 of this Prospectus	than two lots and up to such lots equivalent to not more than ₹10 lakhs. Two-third of the NonInstitutional Category will be made available for allocation to Bidders with an application size of more than ₹1,000,000. For details, see “Issue Procedure” beginning on page 247 of this Prospectus. Provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Non-Institutional Bidders in the other subcategory of Non-Institutional Bidders.	
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	1,80,000 Equity Shares of face value of ₹10/- each	Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Application exceeds two lots	Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Application exceeds two lots	Two lots with minimum application size of above ₹2 lakhs
Maximum Bid Size	1,80,000 Equity Shares of face value of ₹10/- each	Such number of Equity Shares in multiples of 1,000 Equity Shares of face value of ₹10/- each not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of 1,000 Equity Shares of face value of ₹10/- each not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits.	Two lots with minimum application size of above ₹2 lakhs
Trading Lot	1,000 Equity Shares of face value of ₹10/- each, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018	1,000 Equity Shares of face value of ₹10/- each and in multiples thereof	1,000 Equity Shares of face value of ₹10/- each and in multiples thereof	1,000 Equity Shares of face value of ₹10/- each and in multiples thereof
Terms of Payment	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 ⁽⁴⁾			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment

**Subject to finalization of the Basis of Allotment*

This 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 in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company in consultation with the Book Running Lead Manager, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, out of the Anchor Investor Portion, 40% shall be reserved, of which (i) 33.33% were made available for allocation to domestic Mutual Funds and (ii) 6.67% were made available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price.

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. (3) 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.

(4) 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 page 247 of this Prospectus 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.

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.

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 issuing of Equity Shares, our Company will file a fresh Draft 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 Red Herring Prospectus/ Prospectus with ROC.

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 Book Running 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 (xiii) 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 Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+3 days ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIIs ("UPI Phase III"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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 no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The provisions of these circulars are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Prospectus.

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 Issue 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&intmId=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 National Stock Exchange of India Limited ("NSE Emerge") to act as intermediaries for submitting Application Forms are provided on www1.nseindia.com/emerge For details on their designated branches for submitting Application Forms, please see the above-mentioned website of Platform of National Stock Exchange of India Limited ("NSE Emerge"). 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 the 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 Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Further, the Company and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLM shall be the nodal entity for any Offer arising out of public issuance process.

Further, our Company and the Syndicate are not liable for any adversoccurrence'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 UPI Bidders 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. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public Offer from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public Offers opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public Offers opening on or after December 1, 2023. 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 and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public Issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be three Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public Issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public Issue closure to listing continues to be three 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 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 50% of the Net Issue were allocated on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Manager, has allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) was made available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion was made 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, 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Investors, out of which (a) one-third of such portion was reserved for applicants with application size of more than 2 lots and up to ₹10.00 lakhs; and (b) two-third of such portion was reserved for applicants with application size of more than ₹10.00 lakhs, and 35% of the Net Issue was made available for allocation to Individual Investors who applies for minimum application size 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, were 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.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

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 was made available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form was made 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 authorization 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 Individual Investors 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 issue 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 issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. Individual Investors (other than the Individual Investors 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. Individual Investors 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 were not permitted to participate in the issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form were made 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 Individual Investors (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 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, have submitted 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)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, were also required to 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 was done by:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB has captured and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and began blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary captured and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they have forwarded 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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange has shared 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 has initiated 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 has validated 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 has allowed 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 authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members

The BRLM and the Syndicate Members were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their market making and underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members could bid for the Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Further, the Promoters and members of the Promoter Group were not allowed to participate by applying for Equity Shares in the Issue.

Except as stated below, neither the BRLM nor any persons related to the BRLM could apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- ii. insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- iii. AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- iv. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

- i. rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- ii. veto rights; or
- iii. right to appoint any nominee director on the Board.

Further, an Anchor Investor was deemed to be an associate of the Book Running Lead Managers, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Manager.

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

The relevant Designated Intermediary could enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It was the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she was required to surrender the earlier Acknowledgement Slip and request for a revised acknowledgement slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, 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 compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 the Red Herring Prospectus and this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, has considered 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 was reduced in proportion to allocation under the Anchor Investor 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 were made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid were for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs.
- 3) (i) 33.33% of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds and (ii) 6.67% of the Anchor Investor Portion shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion").
- 4) Bidding for Anchor Investors was opened one Working Day before the Bid/Issue Opening Date and completed on the same day.
- 5) Our Company in consultation with the BRLM, have finalized allocation to the Anchor Investors on a discretionary basis, and accordingly 10,09,000 equity shares were allocated to Anchor Investors
- 6) Allocation to Anchor Investors was 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 did not withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) 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 issuing electronically linked transparent bidding facility, for information of public.
- 9) 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.
- 10) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) did 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.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not considered multiple Bids.
- 12) Anchor Investors were 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 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF 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 was no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders were treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFs:

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 ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 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 ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 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 applied 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 Prospectus. ASBA Bidders were 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 ₹127/- 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 rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, none of the Bidders shall either withdraw or lower the size of their applications at any stage. In the event of 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, 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 were required to bid through ASBA Mode. Anchor Investors were requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, have decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names were 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: “QUALIANCE INTERNATIONAL LIMITED-ANCHOR INVESTOR-R”
- b. In case of Non-Resident Anchor Investors: “QUALIANCE INTERNATIONAL LIMITED-ANCHOR INVESTOR-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.

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

None of the bidders can withdraw their Bids or lower the size of their Bids at any stage.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- a) Our company has entered into an Underwriting Agreement dated August 11, 2026.
- b) A copy of the Red Herring Prospectus was filed with the RoC, and a copy of the Prospectus will be filed with the RoC in terms of Section 32 of the Companies Act, 2013 and Section 26 of the Companies Act, 2013.

Pre-Issue and Price Band 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 and Price band 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 and Price band 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 ICDR 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.

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.

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 Individual Investor Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investor 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 Individual Investors 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

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 demand drafts 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;
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 for less than ₹2,00,000/- (for Applications by Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Offer 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;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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;
14. 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;
15. 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);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked to 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.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares issued through the Issue through the Issue document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 10% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

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.

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
- Bids for number of Equity Shares which are not in multiples Equity Shares as specified in the Red Herring Prospectus;
- 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 Red Herring Prospectus;
- 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 draft/ 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 Red Herring Prospectus and as per the instructions in the Red Herring Prospectus 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;
- Details of ASBA Account not provided in the Bid cum Application form; and
- Grounds of rejection to such applications which may be rejected by the exchange by its circular reference no: 07/2024 dated June 05, 2024. The relevant circular can be read at <https://nsearchives.nseindia.com/content/circulars/IPO62335.pdf>.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

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 Red Herring Prospectus. 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 Individual Investors, who applies for minimum application size, non-institutional investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Red Herring Prospectus. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in 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.

If the issuer does not receive the minimum subscription of ninety per cent. of the issue through issue document (except in case of an issue for sale of specified securities) on the date of closure of the issue, or if the subscription level falls below ninety per cent. after the closure of issue after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so issued under the issue document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent. per annum.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the 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 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 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 11,82,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 11,82,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

In the event of the issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- i. The number of Shares to be allocated to the successful Bidders will be arrived in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- ii. 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 allocated.
- iii. Each successful Bidder shall be allotted 2000 equity shares

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 allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investor 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 5,07,000 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 5,07,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 3,000 Equity Shares and in multiples of 1,000 Equity Shares of face value of ₹10/- each thereafter. For the method of proportionate Basis of Allotment refer below (point e).

The Allocation to non-institutional investors category shall be as follows.

- a. one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;
- b. two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs;

Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), be allocated to applicants in the other sub-category of non-institutional investors.

c. For QIBs

Not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that 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, of which 40% of the Anchor Investor Portion shall be reserved for, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds in accordance with the SEBI ICDR Regulations.

In the event of under-subscription, or non-allotment 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

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 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the Net 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;
- 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, up to a minimum of 3,000 Equity Shares of face value of ₹10/- each and in multiples of 1,000 Equity Shares of face value of ₹10/- each.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of face value of ₹10/- each. Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of 2,000 Equity Shares of face value of ₹10/- each and in multiples of 1,000 Equity Shares of face value of ₹10/ each thereafter, along with other QIB Bidders.
- Under-subscription below 5% 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 6,74,000 Equity Shares of face value of ₹10/ each.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts

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

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 NSE SME 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, 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 two 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 Draft 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:

- Tripartite Agreement dated May 02, 2025 between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated November 10, 2025 between CDSL, the Company and the Registrar to the Issue;
- The Company's equity shares bear an ISIN No. INE1XJ401012.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DPIIT also issues the Consolidated Foreign Direct Investment Policy (“**FDI Policy**”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DPIIT with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT till October 15, 2020. All the press notes, press releases, clarifications on FDI issued by DPIIT till October 15, 2020 stand rescinded as on October 15, 2020. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

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, will require prior approval of the Government, as prescribed in the FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 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.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paidup Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**Rules**”) and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy. As per the Rules, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2020. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps. Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DPIIT / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (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. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

As per the FDI Policy, FDI in companies engaged in manufacturing sector is permitted up to 100% of the paid-up share capital of such company under the automatic route.

For further details, see “**Issue Procedure**” on page 247. 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 in writing about such approval along with a copy thereof within the Bid/Issue Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.

SECTION VIII

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

THE COMPANIES ACT, 2013 (COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION OF

¹ QUALIANCE INTERNATIONAL LIMITED*

(I) INTERPRETATION

1. In these regulations-
 - a) “the Act” means the Companies Act, 2013,
 - b) “the seal” means the common seal of the company.
 - c) “the Company” means “Qualiance International Limited”
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.

(II) SHARE CAPITAL AND VARIATION OF RIGHTS

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, wherever the company has appointed a 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 recognized 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 recognize (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.

¹ Adopted in the Extra-Ordinary General Meeting held on Saturday, 29th November, 2025.

*The word “Private” was deleted from the name in the Extra-Ordinary General Meeting held on Saturday, 29th November, 2025.

^Adopted in the Extra-Ordinary General Meeting held on Friday, 2nd January, 2026.

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.

(III) ^LIEN

9. (i) The company shall have a first and paramount lien.
 (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 (b) on all shares (not being fully paid shares) standing registered in the name of a 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.

 ^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.

(IV) ^ 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 authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. 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.

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.

(V) ^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. (i) The Board may, subject to the right of appeal conferred by section 58 declines to register—

(ii) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(iii) any transfer of shares on which the company has a lien.

21. The Board may decline to recognize 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.

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.

(VI)^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 recognized 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.
27. Clause not applicable

(VII) FORFEITURE OF SHARES

28. 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.
29. 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.
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31. (i) A forfeited share may be sold or otherwise disposed of 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.
32. (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.
The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (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
34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

(VIII)^ALTERATION OF CAPITAL

35. The company may, from time to time, by ordinary resolution, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution-
 - (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and
 - (iv) 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.

^sub-division/ consolidation of share certificates, subject to the provisions of the Companies Act, 2013 and applicable rules.

37. Where shares are converted into stock
 - the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;
 - 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.
 - 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.
 - such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law-
 - it share capital;
 - any capital redemption reserve account; or
 - any share premium account.

(IX) CAPITALISATION OF PROFITS

39. The company in general meeting may, upon the recommendation of the Board, resolve-
 - (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (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.

40. (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 capitalised 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) 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.

(X) BUY-BACK OF SHARES

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

(XI) GENERAL MEETINGS

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (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.

(Iii) A general meeting of the company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed in the Act, provided that a general meeting may be called after giving shorter notice than that specified in the Act, if consent, in writing or by electronic mode, is accorded thereto as provided in the Act.

(XII) PROCEEDINGS AT GENERAL MEETINGS

44. 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.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48. Clause not applicable.

(XIII) ADJOURNMENT OF MEETING

49. (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.

(XIV) VOTING RIGHT

50. 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.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52.
 - 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.
 - 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
53. 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.
54. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
56.
 - (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.

(XV) PROXY

57. 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. 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.

(XVI) ^ BOARD OF DIRECTORS

60. 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:
Mr. Vipul Badani
Ms. Krupa Badani

^That subject to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, one person may act as the Chairman as well as the Managing Director or Chief Executive Officer of the Company at the same time, wherever permitted under law. The Managing Director shall not be liable to retire by rotation unless otherwise required under the Act.

61. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all traveling, hotel, and other expenses properly incurred by them-

- in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - in connection with the business of the company.
62. The Board may pay all expenses incurred in getting up and registering the company.
 63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register, and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
 64. All cheques, promissory notes, drafts, hundis, bills of exchange, and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
 65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
 66. (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.
(ii) . 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.

(XVII) PROCEEDINGS OF THE BOARD

67. The Board of Directors may meet for the conduct of business, adjourn, and otherwise regulate its meetings, as it thinks fit.
A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
68. (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.
69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71. (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.
72. (i) A committee may elect a Chairperson of its meetings.
(ii) If no such Chairperson is elected, or if at any meeting the 72 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.
73. (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.
74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
76. Clause not applicable

(XVIII) CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

77. 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 by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorizing 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.
79. Clause not applicable.

(XIX) DIVIDENDS AND RESERVE

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. 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. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
82. (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 equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, 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.
83. (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.
84. 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.
85. (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.
86. 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.
87. 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.
88. No dividend shall bear interest against the Company.

(XX) ACCOUNTS

89. (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 authorized by the Board or by the company in general meeting.

(XXI) WINDING UP

90. 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.

(XXII) INDEMNITY

91. 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.

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 Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, Mumbai for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Prospectus until the Issue Closing Date.

Material Contracts

1. Issue Agreement dated March 24, 2026, between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated March 24, 2026 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated August 17, 2026 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated August 11, 2026 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated August 11, 2026 between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated August 11, 2026 between our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members.
7. Tripartite Agreement dated November 10, 2025, among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated May 02, 2025 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 August 24, 2006, issued by the Ministry of Corporate Affairs, Central Registration Centre, bearing CIN: U17299MH2006PTC164026
3. A Fresh Certificate of Incorporation dated December 09, 2025 was issued by the Registrar of Companies, Central Processing Centre, consequent upon the conversion to a public company.
4. Copy of the Board Resolution dated February 27, 2026 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated March 02, 2026 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024.
7. Peer Review Auditors Report dated August 14, 2026 on the Restated Financial Statements Company for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024.
8. Copy of the Statement of Tax Benefits dated August 14, 2026, issued by our Statutory Auditors.
9. Certificate on Key Performance Indicators dated August 14, 2026, issued by our Statutory Auditors.
10. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Syndicate Member, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Chartered Engineer, Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, and Senior Management Personnel as referred to, in their respective capacities.
11. Board Resolution dated March 30, 2026 for approval of Draft Red Herring Prospectus, dated August 31, 2026 for approval of Red Herring Prospectus and dated September 09, 2026 for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated March 30, 2026.
13. Site visit report prepared by the Book Running Lead Manager dated March 23, 2026.
14. Approval from NSE vide letter dated August 11, 2026 to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE EMERGE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I 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 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 Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vipul Badani Chairman & Managing Director DIN: 00773202	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Bhoomin R Badani Whole Time Director and CEO DIN: 02416983	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Krupa Rajesh Badani Non-Executive Director DIN: 00186785	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Dharini Jatania Independent Director DIN: 11396552	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Kadambari R Mehta Independent Director DIN: 11396577	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Name and Designation	Signature
Pradeep Devanand Prajapati Company Secretary & Compliance Officer M. No.: A56629	Sd/-

Date: September 09, 2026

Place: Mumbai

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 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 Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Saira Tabrez Khan Chief Financial Officer	Sd/-

Date: September 09, 2026

Place: Mumbai