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DRAFT RED HERRING PROSPECTUS

Dated: January 23, 2025

Please read Section 26 and 32 of the

Companies Act, 2013

(This Draft Red Herring Prospectus will be

updated upon filing with the RoC)

100% Book Built Offer



Kamsons Polymers Limited
CIN: U24230MH2005PLC151012

Registered Office	Contact Person	Email and Telephone	Website
1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India	Neha Kanodia Company Secretary & Compliance Officer	Email: info@kamsons.com Tel. No.: +91 22 4202 9999	Website: www.kamsons.com

Promoters of the Company	Navin R Mehra, Kunal Mehra, Sapna Mehra and Kamsons Chemicals Private Limited
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DETAILS OF THE OFFER				
Type	Fresh Issue Size	Offer for Sale Size	Total Offer Size (in ₹ lakhs)	Eligibility
Fresh Issue and Offer for Sale	Up to 49,56,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 12,36,000 Equity Shares aggregating to ₹ [●] Lakhs	₹ [●] Lakhs	This Offer is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE			
Name of Selling Shareholders	Category of shareholder	No. of Shares Offered	Weighted average cost of Acquisition (in ₹ per Equity Share)
Kunal Mehra	Promoter Selling Shareholder	Up to 6,18,000 Equity Shares aggregating to ₹ [●] Lakhs	1.09
Sapna Mehra	Promoter Selling Shareholder	Up to 6,18,000 Equity Shares aggregating to ₹ [●] Lakhs	1.09


As certified by the Shah Gupta & Co., Chartered Accountants pursuant to their certificate dated January 10, 2025


RISK IN RELATION TO THE FIRST OFFER
The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer 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 Offer Price” on page 85 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 27 of this Draft Red Herring Prospectus.

ISSUER & PROMOTER SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft 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. Further, the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholders in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder, in this Draft Red Herring Prospectus.

LISTING
The Equity Shares Issued through Red Herring 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. For the purpose of this Offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

BOOK RUNNING LEAD MANAGER TO THE OFFER		
Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Roshni Lahoti	Email: ib@hemsecurities.com Tel. No.: +91- 022- 49060000

REGISTRAR TO THE OFFER		
Name and Logo	Contact Person	Email & Telephone
 MUFG MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)	Shanti Gopalkrishnan	Email: kamsonspoly.ipo@linkintime.co.in Tel No.: +91 810 811 4949

BID/OFFER PERIOD		
ANCHOR PORTION OFFER OPENS/CLOSES ON: [●]*	BID/OFFER OPENS ON: [●]**	BID/OFFER CLOSES ON: [●]**

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

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

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.



Kamsons Polymers Limited
CIN: U24230MH2005PLC151012

Our company was originally formed as Private Limited Company in the name and style of "Supreme Drugs Private Limited" vide Certificate of Incorporation dated February 04, 2005 issued by Registrar of Companies, Maharashtra bearing CIN U24230MH2005PTC151012. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016, the name of our Company was changed from "Supreme Drugs Private Limited" to "Kamsons Polymers Private Limited" and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai vide certificate dated February 12, 2016. Subsequently, our Company was converted into a Public Limited Company vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting, held on June 22, 2024 and consequently the name of our Company was changed from "Kamsons Polymers Private Limited" to "Kamsons Polymers Limited" vide a certificate of Incorporation consequent upon conversion to public company dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U24230MH2005PLC151012.

Registered Office: 1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India

Contact Person: Neha Kanodia, Company Secretary & Compliance Officer; **Tel No:** +91 22 4202 9999; **E-mail:** info@kamsons.com; **Website:** www.kamsons.com;

Promoters of our Company: Navin R Mehra, Kunal Mehra, Sapna Mehra and Kamsons Chemicals Private Limited

DETAILS OF THE OFFER

INITIAL PUBLIC OFFER OF UP TO 61,92,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF KAMSONS POLYMERS LIMITED ("OUR COMPANY" OR "KPL" OR "THE ISSUER") AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC OFFER") COMPRISING OF A FRESH ISSUE OF UP TO 49,56,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 12,36,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDERS, KUNAL MEHRA AND SAPNA MEHRA ("OFFER FOR SALE") AGGREGATING TO ₹ [●] LAKHS, (HEREINAFTER REFERRED AS "PROMOTER SELLING SHAREHOLDERS") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION") AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION AND EMPLOYEE RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 26.39% AND [●] % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MARATHI EDITION OF [●] REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MUMBAI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF NSE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company, may in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 2 lakhs up to ₹ 10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are 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 RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 269 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Managers, 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 Offer Price" on page 85 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

ISSUER & PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft 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. Further, the Promoter Selling Shareholders accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholders in this Draft Red Herring Prospectus to the extent such statements specifically pertain to him and/or his Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares Offered through Red Herring 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 [●] from National Stock Exchange of India Limited ("NSE") for using its name in the Offer Document for listing of our shares on the SME Platform of NSE ("NSE Emerge"). For the purpose of this Offer, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>HEM SECURITIES LIMITED 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India Tel. No.: +91- 022- 49060000; Fax No.: +91- 022- 22625991 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Roshni Lahoti SEBI Regn. No. INM000010981</p>	 <p>MUFG Intime India Private Limited (formerly known as Link intime India Private Limited) Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra- 400083 Tel. No.: +91 810 811 4949 Email: kamsonspoly.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058</p>

OFFER PROGRAMME

ANCHOR PORTION OFFER OPENS/CLOSES ON: [●]*

BID/OFFER OPENS ON: [●]**

BID/OFFER CLOSES ON: [●]**

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

**Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections “*Statement of Special Tax Benefits*”, “*Financial Information of the Company*” and “*Main Provisions of the Articles of Association*” on page 92, 166 and 302 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“KPL”, “the Company”, “our Company”, “Issuer” and “Kamsons Polymers Limited”	Kamsons Polymers Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered office at 1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Offer

Company related and Conventional terms

Terms	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 “ <i>Our Management</i> ” beginning on page 146 of this Draft Red Herring Prospectus
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s Shah Gupta & Co., Chartered Accountants (FRN: 109574W)
Bankers to our Company	HDFC Bank Limited
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 “ <i>Our Management</i> ” beginning on page 146 of this Draft Red Herring Prospectus
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Pradip Shivshankar Joshi
CIN	Corporate Identification Number being U24230MH2005PLC151012
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Neha Kanodia (M. No. A27578)
Corporate Promoter	The Corporate Promoter of our Company, being Kamsons Chemicals Private Limited
Depository/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 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 “ <i>Our Management</i> ” on page 146 of this Draft Red Herring Prospectus
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
Factory	The Factory of Our Company situated at Plot no. K-30/7, MIDC, Additional Ambernath Industrial Area, Jambivali, Ambernath, Ulhasnagar, Thane-421506, India
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 146 of this Draft Red Herring 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
Individual Promoters	The Individual Promoters of our Company being Navin R Mehra, Kunal Mehra, and Sapna Mehra. For further details, please refer to section titled " Our Promoters & Promoter Group " beginning on page 159 of this Draft Red Herring Prospectus
ISIN	International Securities Identification Number. In this case being INE1BO801012
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 146 of this Draft Red Herring Prospectus
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Kamsons Polymers Limited as amended from time to time
MD or Managing Director	The Managing Director of our Company is Navin R Mehra
Materiality Policy	The policy adopted by our Board on December 14, 2024 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 146 of this Draft Red Herring 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 146 of this Draft Red Herring Prospectus
NRI/ Non-Resident Indians	Person of Indian origin as defined under Consolidated Foreign Direct Investment Policy, 2020
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 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 159 of this Draft Red Herring Prospectus
Promoter Selling Shareholder (s)	Shall mean Promoter Selling shareholders of our Company i.e. Kunal Mehra and Sapna Mehra. For further details, please refer to section titled " Our Promoters & Promoter Group " beginning on page 159 of this Draft Red Herring Prospectus
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time
Registered Office of our Company	The Registered Office of our Company situated at 1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.

Restated Financial Information	The Restated Financial statements of our Company comprising of the Restated Financial Statement of Assets and Liabilities as at six month period ended September 30, 2024 and as at March 31, 2024 and March 31, 2023 and March 31, 2022, the Restated Financial Statement of Profit & Loss for the six month period ended September 30, 2024 and as at March 31, 2024 and March 31, 2023 and March 31, 2022 and the Restated Cash Flows Statements for the six month period ended September 30, 2024 and as at March 31, 2024 and March 31, 2023 and March 31, 2022 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, Mumbai, Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002
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 " Our Management " beginning on page 146 of this Draft Red Herring Prospectus
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 Shivagouda Shidagouda Patil and Shashidhar Shivagouda Patil

Offer 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 the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee (s)	A successful bidder to whom the Equity Shares are allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis

	in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Offer who apply(ies) through the ASBA process 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 will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus
Banker to the Offer Agreement	Agreement dated [●] entered into amongst the Company, Promoter Selling Shareholders, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Offer
Bankers to the Offer/ Public Offer Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the offer and which is described in the chapter titled “ <i>Offer Procedure</i> ” beginning on page 269 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer 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 the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	<p>The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.</p> <p>However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut off Price and the Bid amount shall be Cap Price, net of Employee Discount, if any, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any) in value. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, (net of Employee Discount, if any) subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any) in value.</p>
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids being [●], which shall be notified in all editions of the English national newspaper

	[●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids being [●], which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations
Bid/ Offer Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date or the QIB Bid/ Offer Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders
Bidder/ First Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker 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 Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker
Broker Centers	Broker Centers notified by the Stock Exchanges, where the investors can 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
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the price band above which the Offer Price will not be finalized and above which no Bids (or a revision thereof) will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Offer 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 Offer and the Stock Exchange
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors and Eligible Employees are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders such as their Address, PAN, name of the Bidders father/husband, investor status, Occupation and Bank Account details
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.

	The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and 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 Offer
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 offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE SME Platform. In our case, [●] is the sole Market Maker
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. https://www.nseindia.com/
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")
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated January 23, 2025 filed with NSE Emerge.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable
Eligible Employees	<p>A permanent employee of our Company working in India (excluding such employees who were not eligible to invest in the Offer under applicable laws), as on the date of filing of the Red Herring Prospectus with ROC and who continue to be a permanent employee of our Company until the submission of the Bid cum Application Form; or a director of our Company, whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with ROC and who continue to be a permanent employee of our Company, until the submission of the Bid cum Application Form, but excludes: (a) an employee who is our Promoter or the member of our Promoter Group; (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of outstanding Equity Shares of our Company; and(c) our Independent Directors.</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee could not exceed ₹ 5,00,000 (net of the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion could not exceed ₹ 2,00,000 (net of the Employee Discount). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have made a Bid in excess of ₹ 2,00,000 (net of the Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 5,00,000 (net of the Employee Discount)</p>
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer 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
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating to ₹ [●] lakhs available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of the Company

Employee Discount	A discount of up to [●] % to the Offer Price (equivalent of ₹ [●] per Equity Share) as may be offered by our Company, in consultation with the BRLMs, to Eligible Employees and which shall be announced at least two working days prior to the Bid/ Opening Date
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the provision of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 2019, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Offer price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this offer
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker [●]
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Offer	The Offer (excluding the Market Maker Reservation Portion & Employee Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the "Offer Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs
Net Proceeds	The Offer Proceeds received from the fresh Issue excluding Offer related expenses. For further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled " <i>Objects of the Offer</i> " beginning on page 75 of this Draft Red Herring Prospectus
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs

Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	<p>The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price in the following manner:</p> <p>a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees;</p> <p>b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees:</p> <p>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.</p>
Offer Agreement	The Offer Agreement dated January 10, 2025 between our Company, Promoter Selling Shareholders and Book Running Lead Manager, Hem Securities Limited
Offer Price	<p>The Price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being ₹ [●] per Equity share, as determined by our Company, in consultation with the BRLM.</p> <p>A discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLM</p>
Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” beginning on page 75 of this Draft Red Herring Prospectus
Offer/ Public Offer/ Offer size/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Offer of up to 61,92,000 Equity shares of Rs. 10/- each at Offer price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs comprising of a Fresh Issue of up to 49,56,000 Equity Shares and the Offer for Sale of up to 12,36,000 Equity Shares by Promoter Selling Shareholders. The offer comprises the Market Maker Reservation Portion & Employee Reservation
Offer for Sale	The offer for sale component of the Offer, comprising of an offer for sale of up to 12,36,000 Equity Shares at ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs by Promoter Selling Shareholders
Offered Shares	Offer of up to 12,36,000 Equity shares aggregating to Rs [●] lakhs being offered for sale by the promoter selling shareholders in the offer
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer
Pay-in-Period	The period commencing on the Bid/Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band and Employee Discount (if any),

	will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Offer Opening Date
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Offer Price
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Offer Price, size of the Offer and certain other information
Public Offer Account	Account to be opened with the Bankers to the Offer to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus/ RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being [●] Refund through electronic transfer of funds Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated January 10, 2025 entered into between our Company, Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
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 Offer/ RTA/ RTI	Registrar to the Offer, in this case being MUFG Intime India Private Limited (Formerly known as Link 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 Offer reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage

SEBI Act/ SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations/ SEBI (SAST) Regulations/ SEBI (SAST)	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
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
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Offer registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement dated [●], entered into between our Company, the Promoter Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
SME Exchange	NSE (“SME Exchange”) (“NSE Emerge”)
Specified Locations	Collection centers 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 Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Offer registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM, Syndicate Member and the Promoter Selling Shareholders, in relation to the collection of Bids in this Offer
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 is permitted to carry on the activity as an underwriter, in this case being [●]
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 Offer pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, (Repeal) 2021, as amended from time to time
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter, BRLM, Promoter Selling Shareholders and our Company
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI, BSE or National Stock Exchange of India Limited in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
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) Offer 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 Offer 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

Terms	Description
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AEO	Authorised Economic Operator
B2B	Business to Business
CAPEX	Capital Expenditure
CETP	Common Effluent Treatment Plant
CGA	Office of Controller General of Accounts
CIPET	Central Institute of Petrochemicals Engineering & Technology
CRISIL	Credit Rating Information Services of India Limited
CSTS	Centres for Skilling and Technical Support
DAE	Department of Atomic Energy
EMDEs	Emerging Market and Developing Economies
ETP	Effluent Treatment Plant
FCS	Fragile and Conflict-Affected States
GACL	Gujarat Alkalies and Chemicals Limited
GTR	Gross Tax Revenue
HDI	Hexamethylene Diisocyanate
IBC	Intermediate Bulk Container
ISO	International Organization for Standardization
KGs	Kilograms
KTPA	Kilo-Tonnes Per Annum
LIC	Low-Income Countries
LPG	Liquified Petroleum Gas
MIDC	Maharashtra Industrial Development Corporation
MT	Metric Tons
MWML	Mumbai Waste Management Limited
NTPC REL	NTPC Renewable Energy Limited
PCPIR	Petroleum, Chemicals and Petrochemicals Investment Region
PPE	Personal Protective Equipment
PPP	Public- Private Partnership
PH Meter	Potential of Hydrogen Meter
PLEXCONCIL	The Plastics Export Promotion Council
PLI	Production-Linked Incentive
PUD	Polyurethane Dispersions
PVC	Polyvinyl chloride
PVDC	Polyvinylidene Chloride Coated
R&D	Research and Development
RCPSDC	Rubber, Chemical, Petrochemical Skill Development Council
RSC	Royal Society of Chemistry
RSDC	Rubber Skill Development Council
RO	Reverse Osmosis
SEZ	Special Economic Zone
SME	Small and Medium Enterprises
TDI	Toluene Diisocyanate
UV	Ultraviolet
VOC	Low Volatile Organic Compound
WEO	World Economic Outlook
YoY	Year on Year
ZLD	Zero Liquid Discharge

Conventional terms and Abbreviations

Terms	Description
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount

AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B.Com	Bachelor of Commerce
B.E	Bachelor of Engineering
Bn	Billion
BG/LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CST	Central Sales Tax
DG Set	Diesel Generator Set
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Instalments
EPS	Earnings Per Share
EGM/ EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India

FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1) (III) of the SEBI ICDR Regulations.
FV	Face Value
GoI/ Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MAPIN	Market Participants and Investors Database
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MD	Managing Director
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
Mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid- up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory

NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
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, 2019, 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/ (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
STT	Securities Transaction Tax

Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
USA/ United States	United States of America
U.S. Securities Act	The United States Securities Act, 1933
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital 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.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India

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

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

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

Certain Conventions

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

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

Use of Financial Data

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial information prepared for the six months period ended September 30, 2024 and as at March 31, 2024 and March 31, 2023 and March 31, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 166 of this Draft Red Herring Prospectus.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 166 of this Draft Red Herring 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 Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 302 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

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

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “**Basis for Offer Price**” on page 85 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

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**” throughout the Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” on page 27, 111 and 221 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

FORWARD LOOKING STATEMENTS

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

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Inability to promptly identify and respond to changing customer preferences or evolving trends.
3. If one or more of our major customers choose not to source their requirements from us or to terminate our long-term contracts;
4. Our operations are dependent on our R&D capabilities and an inability to continue to design catalytic processes may adversely affect our business;
5. Certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances;
6. Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
7. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations;
8. Our reliance on a combination of trade mark, Patent, trade secret, copyright law and contractual restrictions and our inability to protect our intellectual property rights;
9. Exchange rate fluctuations that may adversely affect our results of operations, since our sales from exports and a portion of our expenditures are denominated in foreign currencies
10. We may not be able to sustain our historical growth rates, and our historical performance may not be indicative of our future growth or financial results;
11. Failure to successfully upgrade our product portfolio, from time to time;
12. Any change in government policies resulting in increases in taxes payable by us;
13. Our ability to retain our key managements persons and other employees;
14. Changes in laws and regulations that apply to the industries in which we operate;
15. Restrictions on the import of our raw materials and/or an increase in shipment costs;
16. Reduction in the demand of our products;
17. Our Inability to import goods from different countries.
18. Failure to comply with the quality standards and requirements of our customers;
19. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
20. Company’s ability to successfully implement its growth strategy and expansion plans;
21. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
22. Inability to successfully obtain registrations in a timely manner or at all;
23. Occurrence of Environmental Problems & Uninsured Losses;
24. Conflicts of interest with affiliated companies, the promoter group and other related parties;
25. Any adverse outcome in the legal proceedings in which we are involved;
26. Concentration of ownership among our Promoters;
27. 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 27, 111 and 221 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or the Promoter Selling shareholders or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS

A. OVERVIEW OF BUSINESS

We are primarily engaged in the business of manufacturing Water Based Acrylic Emulsions and Water Based Polyurethane Dispersions (PUD) which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather.

B. OVERVIEW OF THE INDUSTRY

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. The Indian chemical industry is currently valued at US\$ 220 billion and is expected to reach US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. This industry remains an active hub of opportunities, even in an environment of global uncertainty.

C. PROMOTERS

The promoters of our company are Navin R Mehra, Kunal Mehra, Sapna Mehra and Kamsons Chemicals Private Limited.

D. DETAILS OF THE OFFER

Initial public offer consisting of up to 61,92,000 Equity shares comprising of fresh issue of up to 49,56,000 equity shares and offer for sale of up to 12,36,000 equity shares of face value of ₹10.00 each ("equity shares") by Promoter Selling Shareholders of Kamsons Polymers Limited (the "Company" or the "Issuer") for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the "Offer Price") aggregating to ₹[●] Lakh ("The Offer"), out of which [●] equity shares of face value of ₹ 10.00 each for cash at a price of ₹[●] per equity share aggregating to ₹[●] Lakh will be reserved for subscription by market maker to the offer (the "Market Maker Reservation Portion") and [●] equity shares of face value of ₹ 10.00 each for cash at a price of ₹[●] per equity share aggregating to ₹[●] Lakh will be reserved as Employee Reservation Portion (the "Employee Reservation Portion"). The Offer less the Market Maker Reservation Portion and Employee Reservation Portion i.e. offer of [●] equity shares of face value of ₹10.00 each at a price of ₹[●] per equity share aggregating to ₹[●] Lakh is hereinafter referred to as the "Net Offer". The Offer and the Net Offer will constitute 26.39 % and [●] % respectively of the post offer paid up equity share capital of the company.

E. DETAILS OF THE PROMOTER SELLING SHAREHOLDERS

The Promoter Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of Promoter selling shareholders	Authorization letter dated	No. of equity shares held	No. of equity shares offered
Kunal Mehra	December 14, 2024	16,65,900	6,18,000
Sapna Mehra	December 14, 2024	16,65,900	6,18,000
Total		33,31,800	12,36,000

The Promoter Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

F. OBJECTS OF THE OFFER

Our Company intends to utilize the proceeds of the Offer to meet the following objects: -

Sr. No	Particulars	Amt (Rs. in Lakhs)
1.	Funding capital expenditure towards civil construction work in the existing premises of factory	596.78
2.	Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory	1,910.37

3.	Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory	327.11
4.	Funding to meet working capital requirements	[●]
5.	General Corporate Purpose	[●]
	Total	[●]

For further details please refer to the chapter titled “Objects of the Offer” beginning on page 75 of this Draft Red Herring Prospectus

G. PRE-OFFER SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 1,84,91,490 Equity shares of our Company aggregating to 99.90% of the pre-Offer paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Red Herring Prospectus: -

Sr. No.	Names	Pre-IPO		Post-IPO	
		Shares Held	%	Shares Held	%
	Promoters				
1	Kamsons Chemicals Private Limited	1,01,80,500	55.00	[●]	[●]
2	Navin R Mehra	49,42,170	26.70	[●]	[●]
3	Kunal Mehra	16,65,900	9.00	[●]	[●]
4	Sapna Mehra	16,65,900	9.00	[●]	[●]
	Sub Total (A)	1,84,54,470	99.70	[●]	[●]
	Promoter Group				
5	Navin Raman Mehra (HUF)	18,510	0.10	[●]	[●]
6	Sanjana Navin Mehra	18,510	0.10	[●]	[●]
	Sub Total (B)	37,020	0.20	[●]	[●]
	Grand Total (A+B)	1,84,91,490	99.90	[●]	[●]

H. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the stub period ended on September 30, 2024 and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	(₹ in Lakhs)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	1.00	1.00	1.00	1.00
Net worth	9,727.58	8,375.44	5,989.39	4,263.42
Total Income	15,732.04	28,311.15	23,580.19	27,792.56
Profit after tax	1,352.14	2,386.05	1,725.98	1,744.22
Earnings per Share	7.30	12.89	9.32	9.42
Net Asset Value per Share (Based on Weighted Average Number of Shares)	52.55	45.25	32.36	23.03
Total Borrowings	490.01	882.71	684.45	672.89

I. AUDITOR QUALIFICATIONS

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

J. SUMMARY OF OUTSTANDING LITIGATIONS

Litigations/ Matters involving our Company:

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/demanded to the extent ascertainable (Amount in lakhs)
<i>Filed by the Company</i>		
Criminal Proceeding	1	11.80
<i>Against the Company</i>		
Tax Proceedings (Direct Tax)	Nil	Nil
Tax Proceedings (Indirect Tax)	Nil	Nil

Litigations/ Matters involving our Promoters:

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/demanded to the extent ascertainable (Amount in lakhs)
Against the Promoters		
Kamsons Chemicals Private Limited (“KCPL”)		
Tax Proceedings (Direct tax)	7	6.26

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 Draft Red Herring Prospectus

For further details, see “**Outstanding Litigation and Material Developments**” beginning on page 233 of this Draft Red Herring Prospectus. Any adverse decisions in the aforesaid proceedings may have a material effect on our business, future financial performance and results of operations

K. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 27 of this Draft Red Herring Prospectus.

L. SUMMARY OF CONTINGENT LIABILITIES

(₹ In lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Contingent liabilities				
Bank Guarantee given to MPCB	2.50	2.50	2.00	2.00
Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
Other commitments	-	-	-	-
Total	2.50	2.50	2.00	2.00

Notes:

1. There are no claims against the Company not acknowledged as debts, nor any commitments are made by the Company other than as mentioned above.

For further details, please refer to **Note - 25** of the chapter titled “**Financial Information of the Company**” on page 166 of this Draft Red Herring Prospectus.

M. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the stub period ended on September 30, 2024 and the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

A. List of Related Parties as per AS – 18

Particulars	Names of Related Parties	Nature of Relationship
Directors and Key Management Personnel (KMP)	Navin R Mehra	Managing Director
	Lt. Ramankumar Lalchand Mehra	Deceased Director as on March 31, 2024
	Kunal Mehra	Whole-time Director
	Sapna Mehra	Non- Executive Director
	Nidhi Kirti Bhatt	Independent Director w.e.f 30-10-2024
	Dhiren A Bontra	Independent Director w.e.f 30-10-2024
	Pradip Shivshankar Joshi	Chief Financial Officer w.e.f 28-10-2024
	Neha Kanodia	Company Secretary w.e.f 11-12-2024
Relatives of KMP	Kamlesh Raman Mehra	Mother of KMP
	Sanjana Navin Mehra	Daughter of KMP
	Preeti R Talwar	Sister of KMP
Holding Company	Kamsons Chemicals Private Limited	Holding Company

B. Related party transactions

(₹ in Lakhs)

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Kamlesh Raman Mehra	Loan Taken	0.00	2.28	2.90	60.82
		Loan repaid	0.00	35.61	4.02	41.60
		Interest on Loan	0.00	3.54	4.20	4.89
		Salary	6.21	15.00	15.00	15.00
2	Kunal Mehra	Loan Taken	63.11	219.07	101.22	69.02
		Loan repaid	14.20	143.05	50.60	71.61
		Interest on Loan	10.20	11.58	0.00	0.00
		Managerial Remuneration	75.00	127.50	90.00	90.00
		Rent Paid	4.61	9.57	10.09	9.61
3	Navin R Mehra	Loan Taken	78.69	277.48	211.77	236.99
		Loan Repaid	102.65	138.81	181.91	266.49
		Interest on Loan	9.02	9.91	12.38	16.55
		Managerial Remuneration	150.00	300.00	150.00	150.00
		Rent Paid	4.61	9.57	10.09	9.61
		Sales Commission	101.00	0.00	0.00	0.00
4	Lt. Ramankumar Lalchand Mehra	Loan Taken	0.00	81.83	105.61	487.71
		Loan Repaid	0.00	204.59	15.68	519.20
		Interest on Loan	0.00	17.10	10.59	18.82
		Managerial Remuneration	0.00	125.47	151.06	193.86
5	Kamsons Chemicals Private Limited	Loan Given	0.00	8.59	84.57	0.00
		Loan repayment received	0.00	82.73	10.27	0.00
		Interest Received	0.00	5.21	4.64	0.00
		Sales of Goods	1733.18	2406.83	0.00	1.50
		Purchase of Goods	1823.94	2381.06	205.39	20.46
		Purchase of Trade Mark	0.00	0.00	5.00	0.00
		Loan taken	0.00	0.00	0.00	182.04
		Loan repaid	0.00	0.00	0.00	1337.88
		Interest on Loan	0.00	0.00	0.00	23.96
		Office rent	3.60	0.00	0.00	0.00
6	Sapna Mehra	Loan Taken	13.44	147.20	39.97	31.19
		Loan Repaid	9.57	13.39	20.33	30.76
		Interest on Loan	9.70	5.64	2.88	1.80
		Managerial Remuneration	18.00	36.00	36.00	36.00
		Rent Paid	4.61	9.57	10.09	9.61
7	Preeti R Talwar	Professional Fees	4.50	9.00	9.00	9.00
8	Sanjana Navin Mehra	Salary	7.08	18.00	18.00	18.00
		Loan Taken	0.00	0.00	1.04	0.00
		Loan repaid	0.00	0.00	1.04	0.00
9	Pradip Shivshankar Joshi*	Salary paid	6.44	11.34	11.18	9.65

C. Outstanding Balances

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
1		Trade Payable	383.78	520.67	0.00	0.00

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
	Kamsons Chemicals Private Limited	Trade Recievable	513.67	526.96	0.00	0.00
		Rent payable	0.60	0.00	0.00	0.00
		Loan Given	0.17	0.17	74.30	0.00
2	Kunal Mehra	Loan Taken	183.09	134.17	58.16	7.54
		Security Deposit	3.00	3.00	3.00	3.00
		Rent payable	0.69	0.69	0.77	0.73
		Remuneration payable	8.25	0.00	0.00	0.00
		Interest Payable	9.18	0.00	0.00	0.00
3	Navin R Mehra	Loan Taken	147.05	171.00	32.33	2.47
		Security Deposit	3.00	3.00	3.00	3.00
		Remuneration payable	15.49	0.00	0.00	0.00
		Interest Payable	8.12	0.00	0.00	0.00
		Rent Payable	0.69	0.69	0.77	0.73
		Sales Commission Payable	101.00	0.00	0.00	0.00
4	Sapna Mehra	Loan Taken	159.88	156.01	22.20	2.56
		Security Deposit	3.00	3.00	3.00	3.00
		Rent Payable	0.69	0.69	0.77	0.73
		Interest payable	8.73	0.00	0.00	0.00
		Remuneration payable	2.23	0.00	0.00	0.00
5	Lt. Ramankumar Lalchand Mehra	Loan Taken	0.00	0.00	122.76	32.83
		Interest Payable	4.36	4.36	0.00	0.00
6	Kamlesh Raman Mehra	Loan Taken	0	0.00	33.33	34.45
		Interest Payable	0	2.24	0.00	0.00
		Salary payable	1.04	1.04	1.04	1.04
7	Sanjana Navin Mehra	Salary payable	1.18	1.18	1.18	1.18
8	Preeti R Talwar	Professional fees payable	0.68	0.68	0.68	0.68
9	Pradip Shivshankar Joshi*	Salary payable	0.88	0.87	0.79	0.72

* Since Pradip Shivshankar Joshi was designated as CFO with effect from 28th October 2024, any remuneration paid prior to this date was paid in form of salary to employee (For the period ended on September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022).

N. DETAILS OF FINANCING ARRANGEMENTS

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

O. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTER/PROMOTER SELLING SHAREHOLDER IN LAST ONE YEAR

Weighted average price at which the Equity Shares were acquired by our Promoter/ Promoter Selling Shareholders in Last one year preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Promoters/ Promoter Selling Shareholders	Total No. of Equity Shares	Weighted Average Price (in ₹ per equity share)
1.	Kamsons Chemicals Private Limited	1,01,75,000	Nil
2.	Navin R Mehra	49,41,270	
3.	Kunal Mehra	16,65,000	
4.	Sapna Mehra	16,65,000	

P. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTER/ PROMOTER SELLING SHAREHOLDERS

The average cost of acquisition of Equity Shares by our Promoter/ Promoter Selling Shareholder are set forth in the table below:

Sr. No.	Name of the Promoters/ Promoter Selling Shareholders	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Kamsons Chemicals Private Limited	1,01,80,500	1.09
2.	Navin R Mehra	49,42,170	0.36
3.	Kunal Mehra	16,65,900	1.09
4.	Sapna Mehra	16,65,900	1.09

*The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.

Q. PRE IPO-PLACEMENT

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

R. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
December 14, 2024	1,85,00,000	10	Nil	Bonus in the ratio of 1850:1 i.e.1850 Equity Share for every 1 Equity Shares held	Capitalization of Reserves & Surplus*	Kamsons Chemicals Private Limited	1,01,75,000
						Navin R Mehra	49,39,500
						Kunal Mehra	16,65,000
						Sapna Mehra	16,65,000
						Navin Mehra HUF	18,500
						Sanjana Navin Mehra	18,500
						Vicky Gobind Sidhwani	18,500
Total	1,85,00,000						

*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose

S. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Pursuant to Shareholders' resolution dated August 22, 2024 the face value of Equity Shares of our Company was subdivided from 100.00 per Equity Share to 10.00 per Equity Share.

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

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

SECTION III-RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 166, 111 and 221 respectively of this Draft Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

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

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

Materiality

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

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

Note:

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

*In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 27 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 221 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Restated Financial Statements**” on page 166 of this Draft Red Herring Prospectus.*

1. ***Our operations are dependent on our R&D capabilities and an inability to continue to develop complex chemical solutions may adversely affect our business***

Our operational sustainability is intricately linked to our capacity to achieve cost-efficiency and drive improvements through our research and development (R&D) endeavour’s. The complexity of the chemicals we work with holds a crucial role in maintaining our competitive edge. This depends on a variety of factors, including successful development and application of technologies, hiring and training of qualified personnel, identification of emerging trends in our target markets; and the level of demand for new products. There can be no assurance that we will be able to secure the necessary technological knowledge and operational efficiency through our own R&D facilities, that will allow us to continue to develop our product portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. We may also be required to make significant investments in R&D, which may strain our resources and may not

provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

Further the development and commercialization of improved and/or new products is complex, time-consuming and costly, and its outcome may be uncertain. Accordingly, we may have committed substantial effort, funds and other resources towards R&D activities. We cannot guarantee that the improved and/or new products we will introduce in the future will be successful or will continue to be successful. Our ongoing investments in new product launches and research and development for future products could result in higher costs without a proportionate increase in revenues. There can be no assurance that our expenditure on research and development activities will yield proportionate results or that commercially viable products may be developed as a result of such research and development activities. In the event that such products are unsuccessful, we may lose some or all of the investments that we have made in developing them.

Further, our competitors may develop competing processes that gain market acceptance instead of our products. We are also dependent on skilled workforce and technical expertise for our R&D capabilities and the loss of the services of such skilled personnel or our inability to recruit or train a sufficient number of experienced personnel may have an adverse effect on our financial results and business prospects.

Moreover, we intend to use a part of the Net Proceeds towards (i) installation of additional Lab equipment for our R&D facility at our existing manufacturing facility at K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421506. For further information, refer “*Objects of the Offer*” on page 75 of this Draft Red Herring Prospectus. There can be no assurance that the proposed capital expenditure towards our laboratory will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned establishment 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

2. *Our business is dependent and will continue to depend on our manufacturing facility, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.*

We conduct our operations through our manufacturing facility situated at Anandnagar, MIDC Ambernath, Thane Maharashtra. Our Manufacturing Facility is spread across approximately 2400 Sq. Mts. The core of our business relies on efficient management of the manufacturing facility, however our operations face a spectrum of operational risks, some of which are beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our reactors, our process systems, our IT systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair our assets and systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate assets to replace them. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, customer audits and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. Success of our operations depend on availability of labour and good relationships with our labour force. As of the date of this Draft Red Herring Prospectus, our employees are not members of any organised labour unions. Strikes and lockouts as a result of disputes with our labour force may adversely affect our operations. While we have not had instance of strikes, lockouts or labour disputes in the past, we cannot assure you that we shall not experience any strikes or lockouts on account of labour disputes in the future. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations. Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. While we have not encountered significant disruptions at our manufacturing facilities in recent years, we did experience a decline in production during 2020 due to the challenges posed by the COVID-19 pandemic. While we have since recovered, we cannot guarantee that future disruptions will not occur. 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 shutdown of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, financial condition and results of operations.

3. *We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances*

Our manufacturing processes involve manufacturing, handling, storage and transportation of various hazardous substances such as our raw materials include Butyl Acrylate Monomer, Styrene Monomer, Methyl Methacrylate Monomer, RMMA Monomer, Soluryl 90, Ammonia Solution, Igesol AS 25, Acrylic Acid, Acrylamide Powder, Acrylamide Liquid, Metha Acrylic Acid, Ethyl Acrylate Monomer, Vinyl Acetate Monomer, Potassium Persulfate, Ammonia Persulfate etc. However, these operations pose inherent operating risks related to the handling of such substances such as possibility for leakages, ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which could lead to personal injury, property damage and contaminating environment. These risks are particularly concerning, as they could result in interruptions to our business operations. Additionally, some of our manufacturing processes generate pollutants and waste, some of which may be hazardous and harmful to the environment. In addition, due to the hazardous nature of the raw materials and products at our manufacturing facility, risks associated with accidents are exacerbated.

In the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of our manufacturing facility and expose us, our employees and management to civil or criminal liability, including significant penalties, which could have an adverse effect on our results of operations and financial position. Moreover, certain environmental laws impose strict liability for accident/ damages resulting from hazardous substances and any failure to comply with such laws may lead to penalties, fines and imprisonment. Further in case any adverse action is taken against our Company, the same may have a material adverse impact on our reputation and our customer arrangement with customers.

4. *We derive a significant part of our revenue from major customers and we do not have long term contracts with any of these customers. If one or more of such customers choose not to source their requirements from us our business, financial position and results of operations may be adversely affected.*

Our customer base currently comprises of a host of international and domestic companies. Our top 10 customers contributed approximately 55.14%, 62.13%, 57.05% and 58.21% of our revenue from operations during the stub period ended on September 30, 2024 and in FY 2024, FY 2023 and FY 2022 respectively. Moreover we derived 11.26%, 12.78%, 20.37% and 33.88% of our revenue from operations from a single customer during the stub period ended on September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 respectively. We expect that we will continue to be reliant on our major customers in future. Accordingly, any failure to retain these customers and/or negotiate on terms that are commercially viable, with these select customers, could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or the insolvency or financial distress by a major customer may have an adverse effect on business, financial position and results of operations. Many of the purchase orders we receive from our customers specify a price per unit and delivery schedule. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, it may adversely impact our production schedules and inventories. Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and of manufactured products, thereby increasing our costs with regard to maintaining our inventory, which may adversely affect our profitability and liquidity. Additionally, our customers have high and stringent standards for product quality and quantity as well as delivery schedules. Our customers conduct regular inspections and audits at our manufacturing facility and any failure to meet our customers' expectations could result in the cancellation of our purchase orders. There are also a number of factors, other than our performance that could cause the loss of a customer, which include those customers who may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, or replace their existing products with alternative products, any of which may have an adverse effect on our business, financial condition, results of operations and prospects. We typically do not enter into long-term agreements with our customers, and an inability to continue to engage with them would have a material adverse effect on our business, results of operations and financial condition.

5. *Our reliance on certain industries for a significant portion of our sales could have an adverse effect on our business*

We are primarily engaged in the business of manufacturing of acrylic emulsions and polyurethane dispersions (PUD) which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather. Consequently, our revenues are dependent on the end user industries that use our products as an input. The table set forth below provides industry segment split of our revenue from operations for the stub period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(₹ in lakhs)

Industry	For the period ended on September 30, 2024		FY 2024		FY 2023		FY 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Construction Chemicals and Water Proofing	5,361.38	34.84%	8,129.72	29.43%	9,196.27	39.56%	10,673.65	38.92%
Interior and Exterior Paints	3,194.38	20.76%	6,832.00	24.73%	4,405.66	18.95%	3,210.45	11.71%
Chemicals	2,616.90	17.01%	4,547.60	16.46%	0.00	0.00%	0.00	0.00%
Printing Ink Industry	1,307.79	8.50%	2,401.87	8.69%	2,382.29	10.25%	1,827.15	6.66%
Coatings for Plastics, Metals and Wood etc	451.18	2.93%	906.94	3.28%	62.02	0.27%	138.48	0.50%
Textile	190.11	1.24%	316.51	1.15%	297.79	1.28%	205.60	0.75%
Others	2,266.60	14.73%	4,491.50	16.26%	6,902.24	29.69%	11,369.09	41.46%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

Factors affecting any of these industries in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilized during specific periods;
- our customers' failure to successfully market their products or to compete effectively;
- change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or globally
- any such restrictions on the customer's business or final product;
- loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- economic conditions of the markets in which our customers operate;
- regulatory issues faced by these industries in India and internationally;
- downturns or industry cycles that impact demand; and
- changes in technology or consumer requirements that alter demands for our products.

6. We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business, financial condition and results of operations

During the stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022, our cost of goods sold (cost of materials consumed, Purchase of stock in trade and changes in inventories of finished goods) was ₹ 12,471.61 lakhs, ₹ 22,346.73 lakhs, ₹ 18,907.74 lakhs and ₹ 22,917.26 lakhs respectively, which represented 80.69%, 80.29%, 80.67% and 83.23% of our revenue from operations. The raw materials we use in our manufacturing process are primarily sourced from third party suppliers in India and some are also imported from USA, Hong Kong, Thailand, UAE, Singapore, South Korea, Canada and China. In addition, we usually do not enter into long-term supply contracts/ agreements with any of our raw material suppliers and typically source raw materials from the open market. The absence of long-term contracts/agreements at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. For the stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022, our purchases from our top 10 vendors/suppliers aggregated to ₹ 9,035.69, ₹ 17,657.92 lakhs, ₹ 13,095.32 lakhs, and ₹ 17,563.55 lakhs, constituting for approximately 74.83%, 75.20%, 70.02% and 78.62% of our total purchases respectively. We face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely manner, or on commercially acceptable terms, may adversely affect our business, financial condition and results of operations.


The quality of our products is primarily derived from the quality of our raw materials, and any deterioration in the quality of raw materials supplied to us will have an adverse effect on the quality of our products, market reputation and sales

volumes. There can be no guarantee that we will be able to maintain our current line-up of suppliers or adequate supply of such raw materials at all times.

Further our Company has outstanding dues of trade payables during the stub period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022 of ₹ 4,803.37 lakhs, ₹ 3,547.80 lakhs, ₹ 2,780.71 lakhs and ₹ 3,343.81 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.

7. *The Logo used by our Company is currently under process of registration under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.*



Our Company is using logo  which is currently not registered and we have applied for its registration under the Trade Marks Act, 1999. The trademark is not granted/approved as on date and we do not enjoy the statutory provisions that are accorded to a registered trademark. Further we have applied for registration of the wordmark “KAMSONS” under the Trade Marks Act, 1999 and currently the said application is accepted. Further our company has also applied for registration of wordmark “KAMTHANE” under Trade Marks Act, 1999 and currently the said application is opposed on grounds that same/similar trade mark(s) is/are already used for the same or similar goods. We cannot assure you that the said opposition will be resolved and that we will be granted registration for our logo or for our wordmark application. The use of our logo by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. There can be no assurance that our trademark application will be approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the logo. In the event that our logo or wordmark is successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote resources advertising and marketing new brand.

If our intellectual property rights are inadequate or if we otherwise fail to sufficiently protect our intellectual property, our business, financial condition and results of operations could be adversely affected. Any adverse order by the Registrar of Trade Marks may impact our ability to use the applied trademarks. Further, the use of our, trademarks or logos by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. For details, see “*Our Business – Details of Intellectual Property*” on page 124.

However, there can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected.

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

We have historically derived a significant portion of our revenues from operations from export to countries like: Australia, Bangladesh, China, Canada, Colombia, Egypt, Fiji Islands, Indonesia, Malaysia, Mauritius, Nepal, New Zealand, Nigeria, Philippines, Qatar, Singapore, South Africa, Sri Lanka, Thailand, Tanzania, Turkey, USA, Middle East (Israel, Jordan, Saudi Arabia, Qatar, Bahrain, Oman, UAE), Vietnam, etc. During the stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022, our revenues from our exports amounted to ₹ 3,973.54 lakhs, ₹ 8,201.99 lakhs, ₹ 6,814.51 lakhs and ₹ 7,852.57 respectively, which constituted 25.82%, 29.69%, 29.31% and 28.63% respectively, of our total revenues from operations. Therefore, any developments in the global chemical industry or the industries in which our customers operate could have an impact on our sales from exports. For instance, there was unrest in Ukraine due to outbreak of war between Russia and Ukraine which began on February 24, 2022. Accordingly, all our exports in European countries had disrupted and we were facing challenges or delays for our payments. If such severity persists or similar war like situations occurs between countries across the globe in future our revenue from export may be affected. Further 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, 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 the 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:

- 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 licence 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, or the outbreak of an infectious disease such as COVID-19. 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 licence 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.

9. *Exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a portion of our expenditures are denominated in foreign currencies.*

Our financial statements are prepared in Indian Rupees and our business involves transactions with foreign companies which is received or paid in U.S. Dollars, EURO and other foreign currencies. Our sales from exports and a portion of our raw materials expenditures are denominated in foreign currencies. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees. A depreciation of Rupee against these foreign currencies would mean that our import of raw materials would become expensive and will impact our profitability. Similarly, any appreciation of Rupee against these foreign currencies would mean that our sales become cheap. During the stub period ended September 30, 2024 and Fiscal 2024, 2023 and 2022 the cost of raw material imported amounted to ₹ 3,164.81 lakhs, ₹ 6,210.28 lakhs, ₹ 8,417.89 lakhs, and ₹ 12,398.81 lakhs respectively, which constituted 26.21%, 26.45%, 45.01% and 55.50% respectively, of our total raw material purchased. Similarly, during the stub period ended September 30, 2024 and Fiscal 2024, 2023 and 2022 our revenues from our exports amounted to ₹ 3,973.54 lakhs, ₹ 8,201.99 lakhs, ₹ 6,814.51 lakhs and ₹ 7,852.57 respectively, which constituted 25.82%, 29.69%, 29.31% and 28.63% respectively, of our total revenues from operations. Therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements. We have earned gains/(losses) due to these fluctuations in foreign currency in the stub period ended on September 30, 2024 and in Fiscal 2024, 2023 and 2022 of ₹ 58.67 lakhs, ₹ 155.98 lakhs, ₹ (24.40) lakhs and ₹ 139.97 lakhs respectively. The exchange rate between the Rupee and the foreign currencies has fluctuated substantially in recent years and may continue to fluctuate significantly in the future. We bear the complete risk of currency exchange rate fluctuations. We are affected by fluctuations in exchange rates and we cannot assure you whether hedging or other risk management strategies will be effective. There can be no assurance that we will be able to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the U.S. Dollar or other foreign currencies.

10. *We are subject to strict quality requirements, regular inspections and audits, and the success and wide acceptability of our products is largely dependent upon our quality controls and standards. Any failure to comply with quality standards may adversely affect our business prospects and financial performance, including cancellation of existing and future orders.*

All our products and manufacturing processes are subject to stringent quality standards and specifications as specified by our customers. Given the nature of our products and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products. This may lead to cancellation of supply orders by our customers. As a result, any failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead to loss of reputation of our Company, cancellation of the order, loss of customers, rejection of the product, which will require us to incur additional cost to replace the rejected product, all or any of which could have adverse effect on our business and financial condition. Additionally, it could expose us to monetary liability and/ or litigation. Further our facilities, process and products are exposed to regular inspection and audits by our customers to ensure that their internal standards are appropriately met. Any non-compliance observed during inspection/audit may have an adverse impact on our business, financial condition, results of operations and future prospects. Any negative publicity regarding our Company or our products could adversely affect our reputation, our operations and our results from operations.

11. *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.*

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 stub period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022 our inventories were ₹ 1,881.44 lakhs, ₹ 2,135.15 lakhs, ₹ 787.08 lakhs and ₹ 582.18 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 stub period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022 our trade receivables were ₹ 5,992.29 lakhs, ₹ 3,643.51 lakhs, ₹ 2,788.82 lakhs and ₹ 3,948.76 lakhs. 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.

12. *Geographical concentration of our manufacturing facility may adversely affect our operations, business and financial condition*

We manufacture and supply our products to customers in different geographies within and outside India from our manufacturing facility located in Ambernath, Thane. Any disruption to our manufacturing facility may result in production shutdowns. Further, any communal agitations in any parts of Thane causing significant loss to infrastructure, shutdown of business and industry or damage to property may affect our operations. Additionally, if our manufacturing facility is harmed or rendered inoperable by natural or man-made disasters, including earthquakes, fire, floods, acts of terrorism and power outages, it may render it difficult or impossible for us to efficiently operate our business for some period of time which may adversely affect our business, financial condition, result of operations and cash flows. Our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the state government. As a result, any unfavourable policies of the state government or state or local governments in this region, could adversely affect our business, financial condition and results of operations.

13. *We are subject to increasingly stringent environmental, health and safety laws, regulations and standards. Non-compliance with and adverse changes in health, safety, labour, and environmental laws and other similar regulations to our manufacturing operations may adversely affect our business, results of operations and financial condition.*

We are subject to a wide range of laws and government regulations, including in relation to safety, health, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations impose controls on air and water release or discharge, noise levels, storage handling, treatment, processing, disposal of hazardous materials, including the management of certain hazardous waste, and exposure to hazardous substances with respect to our employees, along with other aspects of our manufacturing operations. For instance, there is a limit on the amount of pollutant discharge that our manufacturing facility may release into the air and water. Environmental laws and regulations in India have become and continue to be more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facility. The occurrence of any of these events could have an adverse effect on our business, results of operations and financial condition.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying

with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

14. *In the past, there have been discrepancies in filings with the Registrar of Companies (RoC) and other non-compliance under the companies act, which may result in penalties.*

Our company has missed to comply with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. For instance, pursuant to meeting the threshold limit for appointment of Cost Auditor in FY 2019-20, our Company failed to appoint the cost auditor from FY 2020-21 to FY 2023-24 under section 148 of Companies Act 2013. However, our company has now appointed Cost Auditor for FY 2024-25. Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

There have been some discrepancies and errors in our statutory filings with the Registrar of Companies (RoC) and other compliance requirement under the Companies Act, 2013. While our Company has not yet faced any regulatory actions, fines, or penalties for these lapses, we cannot guarantee that such measures will not be imposed in the future. Additionally, we cannot ensure that similar non-compliances will not occur again. If regulatory authorities impose penalties or take actions against our Company or its directors/officers, it could adversely affect our business and financial condition

15. *We face competition from both domestic as well as multinational corporations and our inability to compete effectively may have a material adverse impact on our business, financial condition and results of operations.*

Although the chemical industry provides for significant entry barriers, competition in our business is based on pricing, relationships with customers, research and development, product quality, customisation, and innovation. We face pricing pressures from companies, that are able to produce chemicals at competitive costs and consequently, may supply their products at cheaper prices. We are unable to assure you that we shall be able to meet the pricing pressures imposed by such multinational competitors which would adversely affect our business, financial condition and results of operations. Additionally, some of our competitors in the chemicals business may have greater financial, research and technological resources, larger sales and marketing teams and more established reputation. They may also be in a better position to identify market trends, adapt to changes in industry, innovate and develop new products, offer competitive prices due to economies of scale and also ensure product quality and compliance.

16. *Our Company operates under several statutory and regulatory approvals in respect of our operations. Failure to obtain or maintain licenses, registrations, permits and approvals may affect our business and results of operations.*

Our business operations necessitate various statutory and regulatory permits, licenses, and approvals. While we believe that we have acquired the necessary permits and licenses essential for our business operations, we cannot guarantee that we have identified every statutory or regulatory requirement that may apply to our operations. Additionally, some of these approvals have finite durations and mandate periodic renewals. We are obligated to ensure the renewal of these permits, licenses, and approvals. 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 cannot assure you that the approvals, licenses, registrations and permits required will be issued to us and those already issued will not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any denial, suspension or revocation of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see “**Government and Other Approvals**” on page 236 of this Draft Red Herring Prospectus.

17. *Our registered office is situated on rented premises.*

The offices of our company situated at Embassy Chamber, Office No. 1002, 10th Floor, 3rd Road, Khar (West), Mumbai, Maharashtra – 400052 is taken on rent from our promoters Navin R Mehra, Kunal Mehra and Sapna Mehra vide Leave and License Agreement. Further, the registered office of our company situated at Office No.1003, 10th Floor, 3rd Road, Khar (West), Mumbai, Maharashtra – 400052 is taken on rent from our promoter Kamsons Chemicals Private Limited. Any adverse impact on the title /ownership rights/ development rights of our landlords may adversely affect our operations. Further in the event of non-renewal of these rent agreements, our operations and profitability may be adversely affected. We cannot assure you that we will be able to continue the above arrangement on commercially favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for our infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we do not comply with certain conditions of the rent agreement, it may lead to termination of the same which would have an adverse effect on our operations and there can be no assurance that renewal of rent agreement will be entered into. In the event of nonrenewal, we may be required to shift to a new location and there can be no assurance that the arrangement our Company entered into in respect of new premises would be on such terms and conditions as the present one. For details on properties taken on rent by us please refer to the section titled “*Our Business*” beginning on page 111 of this Draft Red Herring Prospectus.

18. *If we are unable to manage our growth effectively and further expand into new markets our business, future financial performance and results of operations could be materially and adversely affected.*

The success of our business will depend on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by continuing to strengthen our existing product portfolio with attractive growth and profitability prospects, to strive for cost efficiency, attracting and retaining talented employees and focusing on consistently meeting quality standards

As we continue to grow our business and expand into newer markets, we may face several challenges, including as set forth below:

- acquiring new customers;
- identifying customer requirements and preferences in such markets;
- obtaining approvals and certifications for our products in such jurisdictions;
- making accurate assessments of the resources we will require;
- preserving a uniform culture, values and work environment;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- maintaining high levels of customer satisfaction; and
- adhering to expected performance and quality standards.

In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. Our operating expenses and capital requirements may increase significantly pursuant to our expansion plans. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively, further expand into new markets or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

19. *Our Company may not be successful in penetrating into new export markets*

Expansion into new export markets subjects us to various challenges, including those relating to our lack of familiarity with the culture and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of reputation in such regions. In addition, the risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including compliance with a wide range of laws, regulations and practices; exposure to other government actions; and political, economic and social instability.

20. *The cost of implementing new technologies for our operations could be significant and could adversely affect our business, financial condition and results of operations.*

Our future success may depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. We cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to the technology, keep up with technological improvements in order to meet

our customers' needs or that the technology developed by others will not render our products less competitive or attractive. In addition, rapid and frequent technology and market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital expenditures or write-down of assets. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs (in comparison to our competitors who are able to successfully implement such technologies) and lead to us being less competitive in terms of our prices or quality of services we provide. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our profitability. Any of the above events may adversely affect our business, financial condition, results of operations and prospects.

21. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.

While we maintain insurance coverage namely include vehicle insurance, Burglary Floater Policy for our factory, Marine Open Policy for transportation of goods, Oriental Bharat Sookshma Udyam Suraksha Policy, Product Indemnity Insurance and Burglary Standard Policy in amounts which we believe are commercially appropriate. We believe that we have adequate insurance coverage for known risks. However, for unforeseen circumstances, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, there have been an instance where insurance claims received was of a lesser value than the loss of goods during transit. However, the insurance claim for the marine insurance was received and settled and there have been no outstanding claims as on the date of this DRHP. For further details of our Insurance Policies, please refer section titled **“Our Business”** beginning on page 111 of this Draft Red Herring Prospectus.

22. Our Company and promoters are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/ them liable to liabilities/ penalties/ prosecutions and may adversely affect our business and results of operations.

Our Company and promoters are currently involved in certain legal proceedings. The summary of outstanding litigation in relation to criminal and taxation matters against our Company and Promoters have been set out below.

Litigations/ Matters against our Company:

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/demanded to the extent ascertainable (Amount in lakhs)
<i>Filed by the Company</i>		
Criminal Proceedings	1	11.80

Litigations/ Matters against our Corporate Promoter:

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/demanded to the extent ascertainable (Amount in lakhs)
<i>Against the corporate promoter</i>		
Kamsons Chemicals Private Limited (“KCPL”)		
Direct Tax	7	6.26

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 Draft Red Herring Prospectus

For further details, see **“Outstanding Litigation and Material Developments”** beginning on page 233 of this Draft Red Herring Prospectus. Any adverse decisions in the aforesaid proceedings may have a material effect on our business, future financial performance and results of operations.

23. We are dependent on third party transportation providers for the delivery of our raw material and final products. Accordingly, continuing increases in transportation costs or unavailability of transportation services may have an adverse effect on our business, financial condition, results of operations and prospects

We use third party transportation providers for the delivery of our raw material and final products. Transportation strikes if happen could have an adverse effect on overall industry and accordingly may affect our receipt of raw materials and our ability to deliver our final products to our customers. In addition, transportation costs in India have been steadily increasing over the past several years. Continuing increases in transportation costs or unavailability of transportation services for our products may have an additional cost escalation which may have an adverse effect on our business, financial condition,

results of operations and prospects. In addition, India's physical infrastructure is less developed than that of many developed nations, and problems with its road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of raw materials and the delivery of our products to customers by third-party transportation providers. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

Freight (inward and outward) represented 3.61%, 3.71%, 3.99% and 3.88% respectively, of our total revenue from operations during stub period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022. We are subject to the risk of increases in freight costs. If we cannot fully offset any increases in freight costs, through increases in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, financial condition and results of operations.

24. *We intend to utilize a portion of the Net Proceeds for funding our capital expenditure requirements for establishment of new office. If the costs of this development and the risk of unanticipated delays in implementation and cost overruns related to the said development are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects*

We intend to utilize a portion of the Net Proceeds for Funding capital expenditure towards civil construction work, Capital Expenditure towards installation of additional plant & machinery and towards upgradation of lab and installation of additional lab Equipment in the existing premises of or factory. We have estimated the total cost towards these civil construction work and capital expenditures situated at existing factory premises at K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506, to expand our operations for ₹ 2,834.26 lakhs. For further details of the proposed objects of the Offer, see '*Objects of the Offer*' on page 75. We have relied on certain quotations received from third parties for estimation of the costs for civil construction work and our capital expenditure requirements and these have not been independently appraised by any bank or financial institution. We cannot assure you that we will be able to place orders for civil construction work and our capital expenditure in a timely manner or at all. While we have obtained the quotations from various vendors in relation to civil construction work and our capital expenditure requirements, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. The fund requirements, the deployment of funds and the intended use of the Net Proceeds towards civil construction work and capital expenditure requirements are based on our management estimates, current and valid quotations from suppliers or vendors, and other commercial and technical factors. There could be delays in the said development as a result of, among other things unforeseen litigations, disputes with external agencies, increase in input costs, taxes and duties, interest and finance charges, cost escalation and, or force majeure event, any of which could give rise to cost overruns and delay in our implementation schedules. Further, if the costs in relation to our civil construction work and capital expenditures are higher than expected, it could have material adverse effect on our financial condition, results of operations and growth prospects.

25. *Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.*

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

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

Our Company has entered into various transactions with our directors, promoters and promoter group. These transactions, inter-alia includes purchase, sales, job work, remuneration, loans and advances etc. For details, please refer to "*Note - 26*

- Related Party Transactions” under Section titled **“Financial Information of the Company”** and Chapter titled **“Capital Structure”** beginning on page 203 and 63 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution in accordance with Companies Act 2013 and other applicable laws. 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. Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

27. Our Corporate Promoter is engaged in similar line of business. Any conflict of interest in future may occur between our promoter group entities and us may adversely affect our business, prospects, results of operations and financial condition.

Our Promoter Kamsons Chemicals Private Limited are engaged in the similar line of business, primarily manufacturing of chemicals. We will endeavour to take adequate steps to address any conflict of interest by adopting the necessary procedures and practices as permitted by applicable law, to address any conflict which may arise in the future. We cannot assure you that our Promoters will not favour their interests over the interest of the company in future or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

28. We are dependent on our promoter and 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 depends largely on the efforts and abilities of our Managing Director, Navin Mehra and Whole Time Directors, Kunal Mehra and other key personnel. They have gained experience in this line of business and have over the years-built relations with suppliers, 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 particular, and other key personnel are valuable for Research and development activities, procurement of raw materials, successful delivery of products and our overall business operations of our Company. For details in relation to the experience of our key management personnel, see **“Our Management”** on page 146 of this Draft Red Herring 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.

29. Our Company has taken unsecured loans that may be recalled by the lenders at any time.

Our Company have availed unsecured loans which may be called by their lenders at any time. As on September 30, 2024, the unsecured loan amounting to ₹ 490.01 lakhs were due to promoters and their relatives. In the event that promoter seeks a repayment of any such loan, our Company would need to find alternative sources of financing to the extent of outstanding balance. Also, there is no formal agreement with promoters and their relative for such financing arrangements. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled **“Statement of Financial Indebtedness”** beginning on page 217 of this Draft Red Herring Prospectus.

30. Our lenders have charge over our immovable and movable properties in respect of finance availed by us.

We have secured our lenders by creating a charge over our movable and immovable properties in respect of Cash Credit, bank Guarantee, working capital and Letter of credit availed by us from Abhyudaya Co-Operative Bank Limited and HDFC Bank Limited. We have been extended such loan against hypothecation of our Company’s property and current assets. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter **“Statement of Financial Indebtedness”** beginning on page 217 of this Draft Red Herring Prospectus.

31. *Under-utilization of our manufacturing capacities may have an adverse effect on our business, future prospectus and future financial performance. Moreover, information relating to capacity utilization of our production facility included in this Draft Red Herring Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.*

Our capacity utilization is affected by the availability of raw materials, industry and market conditions as well as by the product requirements of, and the procurement practice followed by, our customers. In the event that we are unable to achieve full capacity utilization of our current manufacturing facilities, this would result in operational inefficiencies which may have an adverse effect on our business, financial condition, cash flows, future prospects and future financial performance. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could adversely impact our business, growth prospects and future financial performance. For further details in relation to our capacity utilization, see **“Our Business”** on page 111 of the Draft Red Herring Prospectus.

In case of oversupply in the industry or lack of demand, we may not be able to utilize our capacity efficiently. Further information relating to capacity utilization of our production facility included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, assumptions relating to type of product, availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization of our facilities. Undue reliance should therefore not be placed on our capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information, see the section titled **“Our Business”** on page 111 of this Draft Red Herring Prospectus.

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

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled **“Objects of the Offer”**. The fund requirement and deployment, as mentioned in the **“Objects of the Offer”** on page 75 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter **“Objects of the Offer”** 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 Offer”** 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.

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

We propose to utilize the Net Proceeds towards Funding capital expenditure towards civil construction work in the existing premises of factory, Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory and Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory, Funding to meet working capital requirements and general corporate purposes. For further details of the proposed objects of the Offer, see **“Objects of the Offer”** beginning on page 75. However, these objects of the Offer 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 Draft Red Herring 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 Offer, 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 Offer 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.

34. *Industry information included in this Draft Red Herring 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 Draft Red Herring Prospectus includes information on Industry in which we operate from various sources. For further details, please see "**Industry Overview**" beginning on page 96. 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 Draft Red Herring 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.

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

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be 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.

36. *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 as detailed in the section titled "**Objects of the Offer**" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "**Objects of the Offer**" beginning on page 75 of this Draft Red Herring Prospectus.

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

Our Company is engaged in the manufacturing business, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance and Professional Tax. There have been instances of minor delays in payment of such statutory dues by the Company however, there are no dues outstanding to be paid as on the date of this Draft Red Herring Prospectus. Any demand or penalty raised by the concerned authority in future for late payments or non-payments for any previous year and current year will affect the financial position of the Company.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section "**Dividend Policy**" on page 165 of the Draft Red Herring Prospectus.

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

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

40. *Technology failures or Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition*

IT systems are critical to our ability to manage our operations. Our IT systems enable us to coordinate our operations, from planning, production scheduling, raw material ordering, invoicing, delivery, customer relationship, management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers.

We face cyber threats, threats to the physical security of our facilities and employees, the potential for business disruptions associated with IT failures, natural disasters, or public health crises. If we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, the impact of any future incident cannot be predicted.

41. *Our Promoters have extended personal guarantee in the loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations and thereby, impact our business and operations.*

Our Promoters Kamsons Chemicals Private Limited, Navin R Mehra, Kunal Mehra and Sapna Mehra have extended personal guarantees in the loan facilities taken by our Company from Abhyudaya Bank Limited and HDFC Bank Limited and may continue to provide such personal guarantee post listing. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their co-borrowing, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and 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, please refer to chapter titled “*Statement of Financial Indebtedness*” beginning on page 217 of this Draft Red Herring Prospectus.

42. *Excessive dependence on Abhyudaya Bank Limited and HDFC Bank Limited in respect of Loan facilities obtained by our Company.*

Our company has been sanctioned bank guarantees/ letter of credit and cash credit facilities by Abhyudaya Bank Limited and HDFC Bank Limited. The Company is dependent on such facilities and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

43. *We are subject to certain restrictive covenants in debt facilities provided to us by our lenders.*

We have entered into agreements for availing debt facilities from lenders. Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lenders, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. 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 of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer to chapter titled “*Statement of Financial Indebtedness*” beginning on page 217 of this Draft Red Herring Prospectus.

44. *The average cost of acquisition of Equity Shares by our Promoters is 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 Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see section titled “*Capital Structure*” beginning on page 63 of this Draft Red Herring Prospectus.

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

Our promoters along with the promoter group will continue to hold collectively [●] % of the post issue paid up 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 effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters and promoter group 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.

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

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

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

47. *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.*

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under “*Basis for the Offer Price*” on page 85 and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate

significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

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

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

49. *QIBs and Non-Institutional 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 and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Issue Closing Date.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional 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. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within six (6) 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. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing

EXTERNAL RISK FACTORS

50. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

51. *Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.*

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or man-made disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be adversely impacted by inflationary pressures, currency depreciation, the poor performance of its large agricultural and manufacturing sectors, trade deficits, recent initiatives by the Indian government and other factors. Unfavourable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business.

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

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

53. *The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.*

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the

promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter **“Government and Other Statutory Approvals”** on page 236 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see **“Outstanding Litigation and Material Developments”** on page 233. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India’s Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies. Any such future amendments may affect other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would influence our profitability.

The Finance Act, 2022 (“Finance Act”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax (“DDT”), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2023, which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. 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 impact the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

58. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.*

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

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

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

SECTION IV – INTRODUCTION

THE OFFER

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered⁽¹⁾⁽²⁾	Offer of Up to 61,92,000 Equity Shares of face value of ₹10 each fully paid-up of our Company.
Consisting of:	
Fresh Issue	Up to 49,56,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹[●] lakhs.
Offer for Sale	Offer for sale by Promoter Selling Shareholders of Up to 12,36,000 equity shares of ₹ 10 each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs.
Out of which:	
Offer Reserved for the Market Makers	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
Offer Reserved for the Employees⁽⁵⁾	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
Net Offer to the Public	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs.
Of which	
i) Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs.
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Of which	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 2,00,000 to ₹ 10,00,000	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 10,00,000	Up to [●] Equity Shares aggregating up to ₹ [●] lakhs
C. Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Pre and Post – Offer Equity Shares	
Equity Shares outstanding prior to the Offer	1,85,10,000 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “Objects of the Offer” on page 75 of this Draft Red Herring Prospectus.

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

Notes:

- 1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – offer paid up equity share capital of our company are being offered to the public for subscription.

- 2) The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 14, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on December 19, 2024. Further, our Board has taken on record the consents of the Promoter Selling Shareholders by a resolution of our Board dated December 14, 2024. The Promoter Selling shareholders have consented to participate in the offer for sale in the following manner:

Name of Promoter selling shareholders	Authorization letter dated	No. of equity shares held	No. of equity shares offered
Kunal Mehra	December 14, 2024	16,65,900	6,18,000
Sapna Mehra	December 14, 2024	16,65,900	6,18,000
Total		33,31,800	12,36,000

The Promoter Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

- 3) The SEBI ICDR Regulations permit the offer of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e., not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Offer shall be available for allocation to non-institutional bidders. Further, (a) 1/3rd of the portion available to NIBs was reserved for applicants with application size of more than ₹ 2,00,000 and up to ₹ 10,00,000, and (b) 2/3rd of the portion available to NIBs was reserved for applicants with application size of more than ₹ 10,00,000. 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 Offer 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) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 2,00,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 5,00,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 5,00,000), shall be added to the Net Offer. The Employee Reservation Portion shall constitute up to 5% of the post- Offer paid-up Equity Share capital. For further details, see “**Offer Structure**” beginning on page 264 of this Draft Red Herring Prospectus.

Our Company, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “**Offer Procedure**” beginning on page 269 of this Draft Red Herring Prospectus.

SUMMARY OF OUR FINANCIAL STATEMENTS

**Annexure I
RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(₹ in Lakhs)

Particulars		As at			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
I	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	a. Share capital	1.00	1.00	1.00	1.00
	b. Reserves and surplus	9726.58	8374.44	5988.39	4262.42
	c. Money received against share warrants	0.00	0.00	0.00	0.00
		9727.58	8375.44	5989.39	4263.42
2	Share application money pending allotment	0.00	0.00	0.00	0.00
3	Non-current liabilities				
	a. Long-term borrowings	0.00	0.00	0.00	0.00
	b. Deferred tax liabilities (net)	0.00	0.00	0.00	0.00
	c. Other long-term liabilities	0.00	0.00	0.00	0.00
	d. Long-term provisions	57.14	51.63	61.51	52.98
		57.14	51.63	61.51	52.98
4	Current liabilities				
	a. Short-term borrowings	490.01	882.71	684.45	672.89
	b. Trade Payable due to				
	Micro and Small Enterprises	448.53	571.95	423.14	55.15
	Other than Micro and Small Enterprises	4354.84	2975.85	2357.56	3288.66
	c. Other current liabilities	551.90	345.01	277.64	386.52
	d. Short-term provisions	77.24	166.95	150.97	150.86
		5922.52	4942.47	3893.77	4554.08
	Total	15707.24	13369.54	9944.67	8870.47
II	ASSETS				
1	Non-current assets				
	a. Property, Plant and Equipment and Intangible Assets				
	i. Property, Plant and Equipment	450.63	474.30	462.34	516.48
	ii. Intangible assets	2.67	3.24	4.37	0.00
	iii. Capital work-in-progress	0.00	0.00	17.01	0.00
	iv. Intangible assets under development	0.00	0.00	0.00	0.00
		453.31	477.54	483.72	516.48
	b. Non-current investments	25.00	25.00	25.00	25.00
	c. Deferred tax assets (net)	11.64	22.29	5.49	0.35
	d. Long-term loans and advances	0.00	0.00	0.00	0.00
	e. Other non-current assets	1985.91	1662.67	547.40	56.10
		2475.86	2187.50	1061.61	597.93
2	Current assets				
	a. Current investments	0.00	0.00	0.00	0.00
	b. Inventories	1881.44	2135.15	787.08	582.18
	c. Trade receivables	5992.29	3643.51	2788.82	3948.76
	d. Cash and bank balances	5168.20	4917.08	5026.56	3419.69
	e. Short-term loans and advances	183.73	481.13	278.73	321.90
	f. Other current assets	5.71	5.17	1.89	0.00
		13231.38	11182.04	8883.07	8272.54
	Total	15707.24	13369.54	9944.67	8870.47

Annexure II
RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars		For the period and year ended			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
I.	Revenue from operations	15457.01	27831.33	23437.49	27536.44
II.	Other income	275.03	479.81	142.71	256.12
III.	Total Income (I + II)	15732.04	28311.15	23580.19	27792.56
IV.	Expenses				
	a. Cost of materials consumed	10394.62	18283.87	12186.67	11965.01
	b. Purchases of stock-in-trade	1978.53	4152.56	6680.92	10708.77
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	98.46	(89.69)	40.15	243.48
	d. Employee benefits expense	416.68	919.46	739.16	780.86
	e. Finance costs	90.59	130.79	110.74	215.44
	f. Depreciation and amortisation expense	35.76	70.79	71.18	58.69
	g. Other expenses	896.92	1622.40	1415.66	1464.83
V.	Total Expenditure	13911.56	25090.16	21244.49	25437.07
VI.	Profit / (Loss) before exceptional and extraordinary items and tax (III - V)	1820.49	3220.98	2335.71	2355.49
VII	Exceptional & Extraordinary items	0.00	0.00	0.00	0.00
VII I.	Profit / (Loss) before tax (VI - VII)	1820.49	3220.98	2335.71	2355.49
IX.	Prior Period expenses	0.00	0.00	0.00	0.00
X.	Tax expense:				
	a. Tax Expense for Current Year	457.70	851.74	614.87	624.26
	b. Short Provision	0.00	0.00	0.00	0.00
	c. Deferred Tax	10.65	(16.80)	(5.14)	(12.99)
	Net Current Tax Expenses	468.34	834.94	609.73	611.27
XI.	Restated Profit / (Loss) for the year/period (VIII-IX-X)	1352.14	2386.05	1725.98	1744.22
XII	Earnings per equity share (Face Value Rs. 10)				
	Basic (in ₹)	7.30	12.89	9.32	9.42
	Diluted (in ₹)	7.30	12.89	9.32	9.42

Annexure III
RESTATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars		For the period and year ended			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
A.	Cash flow from operating activities				
	Restated Net Profit before tax	1820.49	3220.98	2335.71	2355.49
	<i>Adjustments for:</i>				
	Depreciation	35.76	70.79	71.18	58.69
	Interest income	(216.36)	(323.81)	(142.08)	(109.09)
	Interest expense	90.59	130.79	110.74	215.44
	Gratuity Provision	8.96	12.15	10.83	9.31
	Income Write Back	0.00	0.00	0.00	(0.47)
	Bad Debts	0.00	0.00	0.00	(2.66)
	Provision For Expense	408.10	242.59	227.44	257.48
	Unrealised Foreign exchange	(23.49)	1.15	12.95	(26.56)
	Operating profit before working capital changes	2124.05	3354.64	2626.78	2757.64
	Movements in working capital				
	(Increase)/Decrease in Trade Receivables	(2340.31)	(847.89)	1166.71	2881.37
	(Increase)/Decrease in inventories	253.70	(1348.07)	(204.89)	233.11
	(Increase)/Decrease in Short-term loans and advances	297.40	(202.40)	43.17	(225.63)
	(Increase)/Decrease in Other Current Assets	(0.54)	(3.28)	(1.89)	0.00
	Increase/(Decrease) in Trade Payable	1270.59	759.13	(582.82)	(2919.40)
	Increase/(Decrease) in Other current liabilities	(201.22)	(175.22)	(336.32)	(173.64)
	Cash (used in)/generated from operations	1403.67	1536.92	2710.75	2553.47
	Taxes paid (net of refunds)	(550.86)	(857.78)	(617.06)	(831.12)
	Net cash (used in)/ from operating activities (A)	852.81	679.13	2093.69	1722.35
B.	Cash flows from investing activities				
	Purchase of fixed assets including CWIP	(11.53)	(64.61)	(38.42)	(79.88)
	Increase/(Decrease) in non- Current Assets	257.29	(1576.18)	(1.92)	(20.09)
	(Increase)/Decrease in Other Bank Balances	546.01	(1091.68)	(31.94)	(540.34)
	Interest income on FD	216.36	318.59	137.44	109.09
	Other Interest	0.00	5.21	4.64	0.00
	Net cash (used in)/ from investing activities (B)	1008.13	(2408.66)	69.80	(531.23)
C.	Cash flows from financing activities				
	Short Term Borrowings Taken	(832.01)	(2189.45)	(1086.52)	849.56
	Short Term borrowings repaid	439.31	2387.71	1098.08	(2051.62)
	(Increase)/Decrease in Other Bank Balances	63.41	7.49	(76.09)	(82.88)
	Increase/(Decrease) in non- Current Assets	(580.53)	460.90	(489.38)	(0.00)
	Interest paid	(90.59)	(130.79)	(110.74)	(215.44)
	Net cash introduced from / (used in) financing activities (C)	(1000.41)	535.86	(664.65)	(1500.39)
	Net (decrease)/increase in Cash & Cash Equivalents (A+B+C)	860.53	(1193.66)	1498.84	(309.26)
	Cash and cash equivalents at the beginning of the year (1)	3101.64	4295.31	2796.47	3105.73
	Cash and cash equivalents at the end of the year (2)	3962.18	3101.64	4295.31	2796.47
	Net Cash and Cash Equivalents (2-1)	860.53	(1193.66)	1498.84	(309.26)

Notes

Sr. No.	Particulars	For the Period/ Year ended on			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Component of Cash and Cash equivalents				
	Cash on hand	2.86	3.61	1.21	1.39
	Balance With banks	322.92	357.28	1309.31	1279.93

	FD with Bank	3636.40	2740.75	2984.78	1515.15
	Total	3962.18	3101.64	4295.31	2796.47
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	The accompanying significant accounting policies, Restated notes to accounts and notes on adjustments for Restated financial Statement are an integral part of this statement.				

GENERAL INFORMATION

Brief Summary:

Our company was originally formed as Private Limited Company in the name and style of “Supreme Drugs Private Limited” vide Certificate of Incorporation dated February 04, 2005 issued by Registrar of Companies, Maharashtra bearing CIN U24230MH2005PTC151012. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016, the name of our Company was changed from “Supreme Drugs Private Limited” to “Kamsons Polymers Private Limited” and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai vide certificate dated February 12, 2016. Subsequently, our Company was converted into a Public Limited Company vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting, held on June 22, 2024 and consequently the name of our Company was changed from “Kamsons Polymers Private Limited” to “Kamsons Polymers Limited” vide a certificate of Incorporation consequent upon conversion to public company dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U24230MH2005PLC151012.

Shivagouda Shidagouda Patil and Shashidhar Shivagouda Patil were the initial subscribers to the Memorandum of Association of our Company.

Further, all the shares of the company were purchased by our promoter and promoter group members, Kamsons Chemicals Private Limited, Navin R Mehra, Lt. Ramankumar Lalchand Mehra, Kunal Mehra, Kamlesh Raman Mehra, Sapna Mehra from Shivagouda Shidagouda Patil and Shashidhar Shivagouda Patil on March 16, 2016.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 142 of this Draft Red Herring Prospectus.

Registered Office:

Kamsons Polymers Limited

1003 Embassy Chamber 10th Floor, 3rd Road
CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza
Khar, (West), Mumbai City, Maharashtra -400052, India
Tel. No.: +91 22 4202 9999
Email: info@ kamsons.com
Website: www.kamsons.com
CIN: U24230MH2005PLC151012
Registration No.: 151012

Factory Address:

Kamsons Polymers Limited

Plot no. K-30/7, MIDC, Additional Ambernath Industrial Area,
Jambivali, Ambernath, Ulhasnagar, Thane-421506, India
Website: www.kamsons.com
CIN: U24230MH2005PLC151012
Registration No.: 151012

Address of the ROC:

Registrar of companies, Mumbai

100, Everest, Marine Drive Mumbai-400002 Maharashtra, India.
Tel No: +91-022-22812627/22020295/22846954
Fax no.: +91-022-22812627
Email id: roc.mumbai@mca.gov.in
Website: www.mca.gov.in

Board of Directors:

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

Name of Directors	Designation	Address	DIN
Navin R Mehra	Chairman & Managing Director	Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India	01266845
Kunal Mehra	Whole Time Director	Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India	05267266
Sapna Mehra	Non-Executive Director	Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India	07942422
Dhiren A Bontra	Independent Director	Flat No. A-402, Shiv Parvati CHS LTD, Near Bikeshark, Satya Nagar, Mumbai, Maharashtra-400092	09591605
Nidhi Kirti Bhatt	Independent Director	A - 604, Shri Panchamrut CHS Ltd, N. L. Complex, Anand Nagar, Near N. L. Garden, Dahisar East, Mumbai, Dahisar, Maharashtra	07773954

For further details in relation to our directors, please refer to chapter titled **“Our Management”** on page 146 of this Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Pradip Shivshankar Joshi Kamsons Polymers Limited Address: 1003 Embassy Chamber 10 th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India Tel. No.: +91 22 4202 9999 Email: cfo@kamsons.com Website: www.kamsons.com	Neha Kanodia Kamsons Polymers Limited Address: 1003 Embassy Chamber 10 th Floor, 3rd Road CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West), Mumbai City, Maharashtra -400052, India Tel. No.: +91 22 4202 9999 Email: cs@kamsons.com Website: www.kamsons.com

Investor Grievances:

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer and/or the Book Running Lead Manager, in case of any pre-offer or post-offer 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 in relation to the application through ASBA process may be addressed to the Registrar to the offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

For all offer related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

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

Details of Key Intermediaries pertaining to this offer and our Company:

Book Running Lead Manager to the offer	Legal Advisor to the offer
Hem Securities Limited	Mindspright Legal

Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Roshni Lahoti SEBI Reg. No.: INM000010981	Address: 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013, Maharashtra, India Contact Person: Richa Bhansali Tel: +91-22-42197000 Email: ipo@mindspright.co.in Website: www.mindspright.co.in
Registrar to the offer	Statutory Auditor
MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) Address: C-101, 1st Floor, 247 Park, L.B. S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India Telephone: +91 810 811 4949 Email: kamsonspoly.ipo@linkintime.co.in Investor grievance email: kamsonspoly.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058 CIN: U67190MH1999PTC118368	Shah Gupta & Co. Chartered Accountants, Address: A/106, Shyam Kamal Building, West Wing, Agarwal Market, Tejpal Road, Vile Parle (E), Mumbai-400057 Phone.: +91- 9820075953 Email: contact.vileparle@shahgupta.com Firm Registration No.: 109574W Peer Review Certificate No: 019101 Contact Person: Bharat P. Vasani
Banker to the Company	Syndicate Member*
HDFC Bank Limited Address: 3 rd Floor A Wing Trade Star Building Near JB Nagar Metro Station Andheri East- 400059 Telephone: 9920690450 Email: charandeepsingh.saggu@hdfcbank.com Contact Person: Charandeep Singh Designation: Senior Manager	[●]
Bankers to the offer / Refund Banker/ Sponsor Bank*	
[●]	

**The Banker to the Offer (Sponsor Bank) and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the RoC.*

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

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

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs/ mobile applications whose name appears on the SEBI website www.sebi.gov.in in at the following path: Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he/she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

Syndicate SCSB Branches

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

Registered Brokers

Bidders can submit Bid cum Application Forms in the offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the Registrar to offer and Share Transfer Agents (RTAs) eligible to accept Bid cum 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 CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), as updated from time to time.

Brokers to the offer

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

Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements for the financial year ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

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

Appraisal and Monitoring Agency

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

Green Shoe Option

No Green Shoe Option is applicable for this offer.

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the ROC

The Draft Red Herring Prospectus is being filed with NSE, 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 will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

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

Book Building Process

Book Building, with reference to the offer, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus within the Price Band. The Price Band and Employee Discount (if any) shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ offer Opening date. The offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ offer Closing Date. Principal parties involved in the Book Building Process are:

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

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

The offer is being made through the Book Building Process wherein not more than 50% of the Net offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the offer Price. Further, not less than 15% of the Net offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 2 lakhs up to ₹ 10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the offer Price. All potential Bidders may participate in the offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the offer. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional

Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ offer Period and withdraw their Bids until the Bid/ offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the offer Price, allocation to all categories in the Net offer, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled **“Offer Procedure”** beginning on page 269 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled **“Offer Procedure”** on page 269 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled **“Offer Procedure”** on page 269 of this Draft Red Herring Prospectus.

Bid/ Offer Program:

Event	Indicative Dates
Bid/ Offer Opening Date	[●] ¹
Bid/ Offer Closing Date	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

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

²Our Company in consultation with the BRLM, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

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

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Underwriting

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer will be 100% Underwritten by the Underwriter [●].

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

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

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

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

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

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

Details of Statutory Auditor	Date of Change	Reason
N. D. Mehta & Associates Chartered Accountants Address: A/204, Hemu Arcade, Vallabhbai Patel Road, Opp. Vile Parle Station, Vile Parle (West), Mumbai - 400056	August 06, 2024	The firm was not a peer reviewed firm

Tel. No.: 022-46043265 Email: ndmehtaassociates@gmail.com/ ndmehtaassociates@rediffmail.com Firm Registration No.: 156691W Contact Person: Nagin D Mehta Membership No.: 033258		
Shah Gupta & Co. Chartered Accountants, Address: A/106, Shyam Kamal Building, West Wing, Agarwal Market, Tejpal Road, Vile Parle (E), Mumbai-400057 Tel. No.: +91- 9820075953 Email: contact.vileparle@shahgupta.com Firm Registration No.: 109574W Contact Person: Bharat P. Vasani	August 09, 2024	Appointment of Statutory Auditors in casual vacancy

Withdrawal of the Offer

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

If our Company withdraws the Offer any time after the Bid/ Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Offer, 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 Offer after the Bid/ Offer Closing Date and subsequently decides to proceed with an Offer 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 Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus/ Prospectus with RoC.

Details of the Market Making arrangement for this Offer

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

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

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.
- There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a 3 (three) months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261(1) of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 A.M. to 5.00 P.M. on working days.
- **Risk containment measures and monitoring for Market Makers:** SME portal of NSE will have all margins, which are applicable on NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** NSE Emerge Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to

time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer 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 Offer 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.

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

CAPITAL STRUCTURE

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

(₹ in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A	Authorized Share Capital 2,50,00,000 Equity Shares having Face Value of ₹ 10/- each	2,500.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Offer 1,85,10,000 Equity Shares having Face Value of ₹10/- each	1,851.00	-
C	Present Offer in terms of this Draft Red Herring Prospectus* Up to 61,92,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share	619.20	[●]
	Consisting of:		
	Fresh Issue of up to 49,56,000 Equity Shares of face value of ₹ 10/- each at a Premium of ₹ [●] per share	495.60	[●]
	**Offer for sale of up to 12,36,000 Equity Shares of face value of ₹ 10/-each at a Premium of ₹ [●] per share	123.60	[●]
	Which comprises of:		
	Reservation for Market Maker Portion [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Employee Reservation Portion*** [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Employee Reservation Portion	[●]	[●]
D	Net Offer to Public Net Offer to Public of [●] Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	Of which:		
	i. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	ii. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	iii. Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers	[●]	[●]
E	Issued, Subscribed and Paid-up Equity Share Capital after the Offer [●] Equity Shares of face value of ₹10/- each		[●]
F	Securities Premium Account		
	Before the Offer		Nil
	After the Offer		[●]

* The Present Offer of up to 61,92,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated December 14, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members of the company held on December 19, 2024.

**The Offer for Sale has been authorized by the Promoter Selling Shareholders by authorization letter dated December 14, 2024.

Sr. No.	Name of the Promoter Selling Shareholders	No. of Equity Shares offered	% of the pre-Offer paid-up Equity Share capital
1	Kunal Mehra	6,18,000	3.34
2	Sapna Mehra	6,18,000	3.34
Total		12,36,000	6.68

Allocation to all categories shall be made on a proportionate basis subject to valid Applications received. Under subscription, if any, in any of the categories (except for the QIB Portion), would be allowed to be met with spill-over from any of the other categories. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

***Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any) in value. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any) in value.

Classes of Shares:

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

NOTES TO THE CAPITAL STRUCTURE:

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

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	Upon incorporation	1000	100/-	1.00	-	N.A.
2.	Increase in Authorized Share Capital from ₹ 1.00 Lakh to ₹ 100 Lakh	1,00,000	100/-	100.00	January 20, 2020	EGM
Pursuant to Shareholders' resolution dated August 22, 2024 the nominal value of Equity Shares of our Company was subdivided from Rs. 100/- per Equity Share to Rs. 10/- per Equity Share. Therefore, 1,00,000 Equity Shares of our Company of Nominal value of ₹100 each was sub-divided into 10,00,000 Equity Shares of face value of ₹10 each.						
3.	Increase in Authorized Share Capital from ₹ 100 Lakh to ₹ 2,500.00 Lakh	2,50,00,000	10/-	2,500.00	October 30, 2024	EGM

2. Equity Share Capital History of our Company:

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Offer Price (including Premium if applicable) (₹)	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹ in Lakhs)	Cumulative Paid-Up Capital (₹ in Lakhs)
Upon Incorporation	1,000	100	100	Cash	Subscription to MOA ⁽ⁱ⁾	1,000	Nil	1.00
Pursuant to Shareholders' resolution dated August 22, 2024 the face value of Equity Shares of our Company was subdivided from Rs. 100/- per Equity Share to Rs. 10/- per Equity Share								
Post Sub-Division	10,000	10	-	-	-	10,000	Nil	1.00
December 14, 2024	1,85,00,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 1850:1 ⁽ⁱⁱ⁾	1,85,10,000	Nil	18,51,00,000

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

(i) Initial Subscribers to the Memorandum of Association subscribed 1,000 Equity Shares of Face Value of ₹100/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Shivagouda Shidagouda Patil	500
2.	Shashidhar Shivagouda Patil	500
	Total	1,000

(ii) Bonus issue of 1,85,00,000 Equity Shares of Face Value of ₹ 10/- each on December 14, 2024 in the ratio of 1850:1 i.e., One Thousand Eight Hundred Fifty (1,850) Bonus Equity Shares for every One (1) Equity Shares held by shareholders

Sr. No.	Name of Allottees	Number of Shares Subscribed
1.	Kamsons Chemicals Private Limited	1,01,75,000
2.	Navin R Mehra	49,39,500
3.	Kunal Mehra	16,65,000
4.	Sapna Mehra	16,65,000
5.	Navin Raman Mehra (HUF)	18,500
6.	Sanjana Navin Mehra	18,500
7.	Vicky Gobind Sidhwani	18,500
	Total	1,85,00,000

b) Preference Share Capital

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

3. Details of Allotment made in the last two years preceding the date of Draft Red Herring Prospectus

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

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

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

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
December 14, 2024	1,85,00,000	10.00	Nil	Bonus Issue in the ratio of 1850:1	Capitalization of Reserves & Surplus	Kamsons Chemicals Private Limited	1,01,75,000
						Navin R Mehra	49,39,500
						Kunal Mehra	16,65,000
						Sapna Mehra	16,65,000
						Navin Raman Mehra (HUF)	18,500
						Sanjana Navin Mehra	18,500
						Vicky Gobind Sidhwani	18,500
						TOTAL	1,85,00,000

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Except as mentioned in point no. 2 (ii) no Equity shares have been issued at price below the offer price within last one year from the date of the Draft Red Herring Prospectus.

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

9. Shareholding Pattern of the Company

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

I - Our Shareholding Pattern:

Sr No	Category of shareholder	Nos. of shareholders	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares Held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoters & Promoter Group	6	1,84,91,490	-	-	1,84,91,490	99.90	1,84,91,490	-	1,84,91,490	99.90	-	-	-	-	1,84,91,490		
(B)	Public	1	18,510	-	-	18,510	0.10	18,510	-	18,510	0.10	-	-	-	-	18,510		
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	7	1,85,10,000	-	-	1,85,10,000	100.00	1,85,10,000	-	1,85,10,000	100.00	-	-	-	-	1,85,10,000		

Notes-

- As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement dated November 21, 2024 and November 28, 2024 with CDSL & NSDL respectively
- 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.

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

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Offer paid up Share Capital
1.	Kamsons Chemicals Private Limited	1,01,80,500	55.00
2.	Navin R Mehra	49,42,170	26.70
3.	Kunal Mehra	16,65,900	9.00
4.	Sapna Mehra	16,65,900	9.00
	Total	1,84,54,470	99.70

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Offer paid up Share Capital
1.	Kamsons Chemicals Private Limited	1,01,80,500	55.00
2.	Navin R Mehra	49,42,170	26.70
3.	Kunal Mehra	16,65,900	9.00
4.	Sapna Mehra	16,65,900	9.00
	Total	1,84,54,470	99.70

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 100 each)	% Pre-Offer paid up Share Capital
1.	Kamsons Chemicals Private Limited	550	55.00
2.	Navin R Mehra	90	9.00
3.	Kunal Mehra	90	9.00
4.	Sapna Mehra	90	9.00
5.	Ramankumar Lalchand Mehra	90	9.00
6.	Kamlesh Raman Mehra	90	9.00
	Total	1,000	100.00

*Details of shares held on January 22, 2024 and percentage held has been calculated based on the paid-up capital of our Company as on January 22, 2024

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

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 100 each)	% Pre-Offer paid up Share Capital
1.	Kamsons Chemicals Private Limited	550	55.00
2.	Navin R Mehra	90	9.00
3.	Kunal Mehra	90	9.00
4.	Sapna Mehra	90	9.00
5.	Ramankumar Lalchand Mehra	90	9.00
6.	Kamlesh Raman Mehra	90	9.00
	Total	1,000	100.00

*Details of shares held January 22, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on January 22, 2023

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

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares

of our Company have been listed or application money unblocked on account of failure of Offer. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

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

As on the date of this Draft Red Herring Prospectus, Our Promoters Kamsons Chemicals Private Limited, Navin R Mehra, Kunal Mehra, Sapna Mehra collectively holds 1,84,54,470 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-Offer Shareholding % (adjusted as per face value)	Post-Offer Shareholding % (adjusted as per face value)
(A) Kamsons Chemicals Private Limited							
March 16, 2016	550	100	20,100	Cash	Acquisition by way of transfer ⁽ⁱ⁾	0.03	[●]
Pursuant to Shareholders' resolution dated August 22, 2024, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share							
Post Sub-division	5,500	10	-	-	-	0.03	[●]
December 14, 2024	1,01,75,000	10	Nil	Other than cash	Bonus in the ratio of 1850:1	54.97	[●]
Total (A)	1,01,80,500					55.00	[●]
(B) Navin R Mehra							
March 16, 2016	90	100	20,100	Cash	Acquisition by way of transfer ⁽ⁱⁱ⁾	Negligible	[●]
February 16, 2024	90	100	NA	NA	Acquisition by way of transmission ⁽ⁱⁱⁱ⁾	Negligible	[●]
March 15, 2024	90	100	Nil	Gift	Acquisition by way of Gift ^(iv)	Negligible	[●]
June 10, 2024	(2)	100	8,40,000	Cash	Transfer of shares ^(v)	Negligible	[●]
June 10, 2024	(1)	100	Nil	Gift	Transfer of shares ^(vi)	Negligible	[●]
Pursuant to Shareholders' resolution dated August 22, 2024 the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share							
Post Sub-division	2,670	10	-	-	-	0.01	[●]
December 14, 2024	49,39,500	10	Nil	Other than cash	Bonus in the ratio of 1850:1	26.69	[●]
Total (B)	49,42,170					26.70	[●]
(C) Kunal Mehra							

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-Offer Shareholding % (adjusted as per face value)	Post-Offer Shareholding % (adjusted as per face value)
March 16, 2016	90	100	20,100	Cash	Acquisition by way of transfer ^(vii)	Negligible	[•]
Pursuant to Shareholders' resolution dated August 22, 2024, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share							
Post Sub-division	900	10	-	-	-	Negligible	[•]
December 14, 2024	16,65,000	10	Nil	Other than cash	Bonus in the ratio of 1850:1	9.00	[•]
Total (C)	16,65,900					9.00	[•]
(D) Sapna Mehra							
March 16, 2016	90	100	20,100	Cash	Acquisition by way of transfer ^(viii)	Negligible	[•]
Pursuant to Shareholders' resolution dated August 22, 2024, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share							
Post Sub-division	900	10	-	-	-	Negligible	[•]
December 14, 2024	16,65,000	10	Nil	Other than cash	Bonus in the ratio of 1850:1	9.00	[•]
Total (D)	16,65,900	10				9.00	[•]
Grand Total (A+B+C+D)	1,84,54,470					99.70	[•]

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

(i) Details of Acquisition of shares by Kamsons Chemicals Private Limited by way of transfer of 550 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 16, 2016	Shivagouda Shidagouda Patil	500
2.		Shashidhar Shivagouda Patil	50
Total			550

(ii) Details of Acquisition of shares by Navin R Mehra by way of transfer of 90 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 16, 2016	Shashidhar Shivagouda Patil	90
Total			90

(iii) Details of Acquisition of shares by Navin R Mehra by way of transmission of 90 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	February 16, 2024	Lt. Ramankumar Lalchand Mehra	90
Total			90

(iv) Details of Acquisition of shares by Navin R Mehra by way of transfer of 90 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 15, 2024	Kamlesh Raman Mehra	90
Total			90

(v) Details of sale of Shares by Navin R Mehra by way of transfer of 2 Equity Shares:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	June 10, 2024	Navin Raman Mehra (HUF)	1

2.		Vicky Gobind Sidhwani	1
		Total	2

(vi) Details of sale of Shares by Navin R Mehra by way of transfer of 1 equity shares:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	June 10, 2024	Sanjana Navin Mehra	1
		Total	1

(vii) Details of Acquisition of shares by Kunal Mehra by way of transfer of 90 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 16, 2016	Shashidhar Shivagouda Patil	90
		Total	90

(viii) Details of Acquisition of shares by Sapna Mehra by way of transfer of 90 equity shares:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 16, 2016	Shashidhar Shivagouda Patil	90
		Total	90

14. 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.	Kamsons Chemicals Private Limited	1,01,80,500	1.09
2.	Navin R Mehra	49,42,170	0.36
3.	Kunal Mehra	16,65,900	1.09
4.	Sapna Mehra	16,65,900	1.09

15. Shareholding of Promoters & Promoter Group

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

Sr. No.	Names	Pre-IPO		Post-IPO	
		Shares Held	%	Shares Held	%
	Promoters				
1	Kamsons Chemicals Private Limited	1,01,80,500	55.00	[●]	[●]
2	Navin R Mehra	49,42,170	26.70	[●]	[●]
3	Kunal Mehra	16,65,900	9.00	[●]	[●]
4	Sapna Mehra	16,65,900	9.00	[●]	[●]
	Sub Total (A)	1,84,54,470	99.70	[●]	[●]
	Promoter Group				
5	Navin Raman Mehra (HUF)	18,510	0.10	[●]	[●]
6	Sanjana Navin Mehra	18,510	0.10	[●]	[●]
	Sub Total (B)	37,020	0.20	[●]	[●]
	Grand Total (A+B)	1,84,91,490	99.90	[●]	[●]

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre offer Capital	Allotted/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
December 14, 2024	Kamsons Chemicals Private Limited	1,01,75,000	54.97	Bonus Issue in the ratio of 1850:1	Promoter
	Navin R Mehra	49,39,500	26.69		Promoter/ Director
	Kunal Mehra	16,65,000	9.00		Promoter/ Director

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre offer Capital	Allotted/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
	Sapna Mehra	16,65,000	9.00		Promoter/ Director
	Navin Raman Mehra (HUF)	18,500	0.10		Promoter Group
	Sanjana Navin Mehra	18,500	0.10		Promoter Group

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

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

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

As on the date of this Draft Red Herring Prospectus, our Promoters collectively holds 1,84,54,470 Equity Shares constituting [●] % of the post Offered, subscribed and paid-up Equity Share Capital of our Company.

Our Corporate Promoter, Kamsons Chemicals Private Limited, has given its written consent to include 48,00,000 Equity Shares held by them and subscribed by them as part of Promoters' Contribution constituting [●] % of the post offer Equity Shares of our Company. Further, it 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 Offer.

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-Offer Shareholding %*	Lock in Period
Kamsons Chemicals Private Limited						
December 14, 2024	48,00,000	10	-	Bonus Issue in the ratio of 1850:1	[●]	3 years
Total	48,00,000				[●]	3 years

*Assuming full subscription to the Offer.

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 Promoter's 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 offer.

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

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

- 50% promoters' holding shall be locked in for 1 year
- 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 promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1)I	Specified securities allotted to promoters during the preceding one year at a price less than the offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters 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

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the promoters' holding in excess of minimum promoters' contribution constituting 1,24,18,470 Equity Shares shall be locked in a phased manner from the date of allotment in this offer as below:

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

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-offer capital held by persons other than the promoters' holding constituting 55,530 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this offer.

Other requirements in respect of lock-in:

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoters' 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 Offer.
- b) There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

- c) In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- d) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to other promoters or any person of the promoter's 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.
19. Neither, we nor our Promoters, Directors and the BRLM to this Offer have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
20. As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire offer price in respect of the offer is payable on application, all the successful applicants will be allotted fully paid-up Equity shares.
21. The BRLM i.e., Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.
22. As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 7 (Seven) shareholders as on the date of filing of this Draft Red Herring Prospectus.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
27. 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 Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of offer.
28. An over-subscription to the extent of 1% of the Offer, subject to the maximum post offer 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 Offer. Consequently, the actual allotment may go up by a maximum of 1% of the Offer, as a result of which, the post-offer paid up capital after the Offer 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 Offer paid-up capital is locked in.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. 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.
31. There are no Equity Shares against which depository receipts have been issued.

32. Other than the Equity Shares, there is no other class of securities issued by our Company.
33. There are no safety net arrangements for this public offer.
34. As per RBI regulations, OCBs are not allowed to participate in this offer.
35. Our Promoters and Promoter Group will not participate in this Offer.
36. This Offer is being made through Book Building Method.
37. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
38. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
39. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
40. 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/Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 500,000. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public. For further details, please see the section entitled “*Offer Structure*” on page 264 of this Draft Red Herring Prospectus.

OBJECTS OF THE OFFER

This Offer includes a fresh Issue of up to 49,56,000 Equity Shares and Offer for Sale of up to 12,36,000 equity shares by the promoter selling shareholder of our Company at an offer Price of ₹ [●] per Equity Share.

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

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

Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Promoter Selling Shareholders. The Promoter Selling Shareholders will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting their portion of the Offer related expenses and relevant taxes thereon. Other than the listing fees for the Offer, all cost, fees and expenses in respect of the Offer will be shared amongst our Company and Promoter Selling Shareholders, respectively, in proportion to the proceeds received for the Fresh issue and their respective portion of Offered Shares, as may be applicable, upon the successful completion of the Offer.

Fresh Issue

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

- Funding capital expenditure towards civil construction work in the existing premises of factory
- Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory
- Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory
- Funding to meet working capital requirements
- General Corporate Purpose

(Collectively referred as the “*Objects*”)

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (₹ in Lacs)
Gross Proceeds of the Offer	[●]
Less: Offer related expenses in relation to Offer*	[●]
Net Proceeds	[●]

* Except for the Listing fees, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by our Company and the Promoter Selling Shareholders in proportion to the Equity Shares contributed in the offer.

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:

(₹ in lakhs)

Sr No	Particulars	Amt
1.	Funding capital expenditure towards civil construction work in the existing premises of factory	596.78
2.	Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory	1,910.37

3.	Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory	327.11
4.	Funding to meet working capital requirements	[●]
5.	General Corporate Purpose	[●]
	Total	[●]

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

Means of Finance

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

Particulars	Amt (₹ in Lacs)
Net offer Proceeds	[●]
Total	[●]

Since, the entire fund requirement are to be funded from the proceeds of the Offer, 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 Offer.

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 Offer, 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 Offer 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 27 of the Red Herring Prospectus.

Details of Utilization of Net Proceeds

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

1. Funding capital expenditure towards civil construction work in the existing premises of factory

Our Company proposes to utilize Rs 596.78 lakhs for capital expenditure towards civil construction work in the existing factory premises at K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506, to expand our operations. The total estimated cost for said construction is ₹ 596.78 lakhs, as per the Quotation received from M/s S.R. Engineering Works.

Set out below is a break-up of the estimated cost.

Sr. No.	Item Description	Amount (₹ in lakhs)	Validity of Quotation
1	Excavation and Backfilling	6.63	Quotation dated September 07, 2024 is valid for 6 months from the date of quotation
2	Filling – Supply and Filling material	4.43	
3	Anti-Termite Treatment	0.54	
4	Rubble Soling – Footing Soling	3.25	
5	Plain Cement Concrete-Footing PCC	7.96	
6	Reinforced Cement Concrete M-35	178.66	
7	Reinforced Steel – Grade Fe 500	191.25	
8	Water Proofing – Terrace	8.44	
9	Brick /AYS Masonary work	34.49	
10	Plastering (Internal Plaster / External Plaster)	41.55	
11	Vitrified Tiles, Tile Skirting 125mm & Kotastone Flooring	32.78	
12	Threshold & Frames-Fire	1.30	
13	Painting – External Paint	9.44	
14	Doors – Rolling Shutters	2.70	
15	Windows and Ventilators	1.62	
16	Railings	1.19	
17	RCC O.H Water Tank (Cap -30000 LTS each)	70.55	
Total		596.78	

2. Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory

Our Company intends to make capital expenditure towards installation of additional plant & machinery. Our Company proposes to use part of net proceeds to the extent to ₹ 1,910.37 Lakhs for installation of additional plant & machinery like: reactor, condenser, emulsion tank, storage tank, sludge dryer, boiler, cooling tower, Sand and carbon filter, catalyst tank, ammonia tank and associated pipelining and water pumps etc in the existing factory premises at K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506, as per the Quotations received from vendors viz: M/s Swastik Engineers, Ospuro Technologies Pvt. Ltd. and M/s S.R. Engineering Works. The company intends to expand its manufacturing capacity with these new machineries. The detailed break-down of these estimated costs is as below:

Sr. No.	Item Description	Amount (₹ in lakhs)	Vendor Name	Validity of Quotation
1	Reactor 20KL	594.24*	M/s Swastik Engineers	Quotation dated November 11, 2024 is valid for 6 months from the date of issue
2	Condenser -80M2 + Oblique Cone	211.93*		
3	Emulsion Tank 15 KL	221.37*		
4	Storage Tank 50 KL	230.81*		
5	Online Effluent Water Quality Monitoring Analyzer	19.18*	Svan Analytical Instruments Pvt. Ltd.	Quotation dated January 06, 2025 is valid for 6 months
5	Sludge Dryer – Eco Dry Low Temperature (OED – 12000)	175.49	Ospuro Technologies Pvt Ltd.	Quotation dated November 28, 2024 is valid for 6 months from the date of quotation
6	3 Tons goods lift	12.00	M/s S.R. Engineering Works	Quotation dated September 07, 2024 is valid for 6 months from the date of quotation
7	Electrical Panel 400 HP 533 KVA	26.00		
8	Electrical wiring full unit and lighting	85.00		
9	40 HP VFD (Variable Frequency Drive)	80.00		
10	25 KL, 20 KL and 15 KL reactor erection	12.00		
11	Steam Boiler 850 Steam boiler KG	12.50		

12	Installation of boiler, Boiler chimney, Boiler water tank and oil tank	7.00		
13	Cooling tower erection & Cooling tower 800 TR	15.25		
14	Pipelining - Cooling pipelining Inlet and Outlet, Boiler softener pipelining and Steam pipelining	74.60		
15	Emersion charging pipelining 2-inch SS 316	35.00		
16	Water pumps 25 HP and Solvent pipelining 2-inch SS 316 Storage tank to reactor	6.50		
17	Water softner 450 Kg with pump 5 HP and softner FRP cylinder 2 Nos pipeline to water tank	21.00		
18	Sand and carbon filter 400 Kg with pump 5 HP (including Sand filter, Carbon filter MS Rubber Pipelining)	18.50		
19	Vaccum pump water jet 25 HP and Vaccum pipelining 2-inch SS 316	18.00		
20	Storage tank pipelining SS 316 and Erection of storage tank 50 KL	16.00		
21	Catalyst Tank (400 Ltrs)	16.00		
22	Ammonia tank	2.00		
Total		1,910.37		

*GST inclusive

Notes:

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. 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 Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.
- 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 vendor or any modification/addition/deletion of machineries or equipment) 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 machineries, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes.
- 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 estimated cost. Further, cost will be escalated on account of GST, Packing & Forwarding, Transportation, Transit Insurance, Octroi / Entry tax if any etc. Such cost escalation would be met out of our internal accruals.

3. Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory

Our Company proposes to utilize ₹ 327.11 lakhs for capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing factory premises at K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506 to expand our operations. Set out below is a break-up of the estimated cost.

Sr. No.	Item Description	Amount (₹ in lakhs)	Vendor Name	Validity of Quotation
1	Aluminium Partition	1.55	Ved Furniture	

2	LED Lights	0.51		Quotation dated December 31, 2024 is valid for 60 days	
3	False Ceiling	1.19			
4	Lab Furniture	8.21			
5	Q-Lab [Q-Sun-Xenon Weathering, QUV – UN Weathering, QCT Condensation]	81.23			
6	Rhopoint [MFFT + Chiller, Novo glass Trio, IQ Trio, Shade Duo (Reflectance, Opacity, Shade, Cleanliness)]	40.30		Quotation dated January 03, 2025 is valid for 6 months	
7	Taber [Rotary Platform Abraser – Accelerated Wear (Single head) 1700 with accessories]	18.20			
8	BEVS [Auto scratch Mar Hardness Tester, Cross Cutter, Wet Scrub Abrasion, Specific Gravity Cup, ISO Cup, Din Cup, Ford Cup, Iwata Cup, Auto Film applicator, Hegman Gauge, Four-sided applicator, Lab mixer]	14.89	Khushboo Scientific Pvt. Ltd.		
9	Delmhorst (Surface Moisture)	0.40			
10	CHN (Color Spectrophotometer DS)	0.54			
11	Anton Paar (Viscometer)	5.63			
12	Metrohm (Potentiometric Titrator)	13.65			
13	Mettler [MA Precision balances, Analytical balances, Benchtop PH meter]	3.69			
14	Thermo Scientific	0.33			
15	Indigenous [Computerize single column universal testing machine capacity, Deep freezer, BOD incubator, Constant water bath, Magnetic stirrer with hot plate]	5.30			
16	Intelligent wet and dry laser particle size analyser	35.88		KOMAL Scientific International Pvt. Ltd.	Quotation dated January 08, 2025 is valid for 90 days from date of quotation
17	Gas Chromatograph GC 2014 with FID Specification : Column Oven	19.00			
18	GC solution software	1.95			
19	Start up kit for GC	1.00			
20	SPL – 2014 1 Split/ Splitless injector for GC 2014	2.95			
21	For Capillary Column Facility	0.55			
22	TQC SHEEN' Automatic Film Applicator Compact	4.76			
23	Wire Bar-coater (AB3720 to AB3740)	3.85			
24	"TQC' Netherland make scrub abrasion & washability tester.	8.15			
25	Nylon Brush	0.85			
26	TQC SHEEN' NETHERLANDS make glossmeter.	2.65			
Total Price Exclusive of GST		277.21			
GST (18%)		49.90			
Total (Inclusive of GST)		327.11			

4. Funding to meet working capital requirements

With the expansion of factory building and manufacturing capacity, the operations of the company is expected to grow which will lead to additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital.

Our Company proposes to utilize ₹[●] lakhs of the Net Proceeds in Fiscal 2026 towards our Company's working capital requirements. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same are mentioned below:

Details of Estimation of Working Capital requirement are as follows:

(₹ in Lakhs)

S. No.	Particulars	Actual (Restated)				Estimated	Projected
		Fiscal 2022	Fiscal 2023	Fiscal 2024	September 30, 2024	Fiscal 2025	Fiscal 2026
I	Current Assets						
	Inventories	582.18	787.08	2,135.15	1,881.44	2,241.55	4,540.90
	Trade receivables	3,948.76	2,788.82	3,643.51	5,992.29	6,011.71	8,685.24
	Short term loans and Advances	321.90	278.73	481.13	183.73	700.00	1,250.00
	Other Current Assets	0.00	1.89	5.17	5.71	100.00	175.00
	Total (A)	4,852.85	3,856.51	6,264.96	8,063.18	9,053.26	14,651.15
II	Current Liabilities						
	Trade payables	3,343.81	2,780.71	3,547.80	4,803.37	3,356.99	3,022.47
	Other Current Liabilities	386.52	277.64	345.01	551.90	200.00	245.00
	Short Term Provisions	150.86	150.97	166.95	77.24	50.00	75.00
	Total (B)	3,881.19	3,209.32	4,059.77	5,432.51	3,606.99	3,342.47
III	Total Working Capital Gap (A-B)	971.66	647.20	2,205.20	2,630.67	5,446.26	11,308.68
IV	Funding Pattern						
	Short Term borrowings & Internal accrual	971.66	647.20	2,205.20	2,630.67	5,446.26	[●]
	IPO Proceeds						[●]

Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for stub period September 30, 2023, financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as well as projections for financial year ended March 31, 2024.

Particulars	Unit	Fiscal 2022	Fiscal 2023	Fiscal 2024	September 30, 2024	Fiscal 2025	Fiscal 2026
		Audited	Audited	Audited	Audited	Projected	Projected
Debtors	Days	71	52	42	57	66	75
Creditors	Days	77	58	49	63	45	30
Inventories	Days	11	13	24	29	30	45

Justification:

Sr No	Particulars	Justification
1	Debtors	The historical holding days of trade receivables has been ranging from 42 days to 71 days during Fiscal 2022 to September 30, 2024. As per the current credit terms and prevalent trend of the industry & in order to expand company's operations, the holding level for debtors is anticipated at 66 days during Fiscal 25 and at 75 days during Fiscal 26 of total revenue from operations. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships. Furthermore, we are intending to increase our installed capacity by capital expenditure towards installation of additional plant and machinery at existing factory premises which will foster increased revenue from operations.
2	Creditors	Past trend of trade payable holding days has been in the range of 49 days to 77 days approximately during Fiscal 2022 to September 30, 2024. However, with additional working

		capital funding, our Company intends to reduce trade payable to 45 days during Fiscal 25 and eventually to 30 days during Fiscal 26 to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. By reducing the time it takes to settle our payables, we aim to negotiate more favorable terms and conditions with our suppliers, enabling us to access competitive pricing for the raw materials we procure. Furthermore, many of our purchases rely on imported supplies, often necessitating advance payments. Timely settlements not only solidify our long-term relationships with suppliers but also ensure the continuity of our supply chain.
3	Inventories	Inventories include raw materials and finished goods. The historical holding days of inventories has been in range of 11 days to 29 days during Fiscal 2022 to September 30, 2024. As we are intending expansion in our existing factory premises, it will additionally require higher levels of inventory to achieve operational efficiency. With the perspective to increase business operations, the Company estimates inventories holding days to be around 30 days in Fiscal 25 and at 45 days Fiscal 26. Further in order to avoid any supply chain disruption the company expects to maintain such inventory levels, ensuring that there is a sufficient buffer to meet operational and customer requirements.

5. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 15% of the Proceeds of fresh issue or Rs. 10 Crores, whichever is lower, in accordance with Regulation 230(2) of the SEBI ICDR Regulations, further read with NSE Circular No. 04/2024 dated December 20, 2024, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual offer expenses turn to be lesser than the estimated offer expenses of Rs. [●] 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 Draft Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or Rs. 10 Crores, whichever is lower.

Offer Expenses

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

Activity	(₹ in Lakh) *	As a % of Estimates Offer Expenses	As a % of Offer Size
Book Running Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Offer	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

*Offer expenses will be finalized on determination of offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

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

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

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

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

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

Portion for Retail Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

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

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

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	[●] per valid application (plus applicable taxes)
Sponsor Bank - [●]	[●] 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 RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds [●] (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

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

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

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

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

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

Portion for Retail Individual Bidders*	[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] 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 [●] (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds [●] (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

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

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

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

Proposed Schedule of Implementation:

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

(₹ in Lakhs)

Sr. No	Particulars	Amount to be utilized in F.Y. 2025-26
1.	Funding capital expenditure towards civil construction work in the existing premises of factory	596.78
2.	Funding Capital Expenditure towards installation of additional plant & machinery in the existing premises of the factory	1,910.37
3.	Funding capital expenditure towards upgradation of lab and installation of additional lab Equipment in the existing premises of factory	327.11
4.	Funding to meet working capital requirements	[●]
5.	General Corporate Purpose	[●]
	Total	[●]

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans. If any bridge financing is availed to fund any of the objects mentioned above, then the same would be repaid out of the IPO proceeds and such utilization (towards repayment of Bridge Loan) shall be construed to be done for the specific object itself.

Monitoring Utilization of Funds

In terms of Regulation 262 of the SEBI ICDR Regulations, our Company shall appoint a monitoring agency to monitor the utilization of the Net Proceeds prior to filing the Red Herring Prospectus. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay, in accordance with applicable law. Our Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such Fiscals as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a half yearly basis, disclose to the Audit Committee the use and application of the Net Proceeds. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the offer from the objects of the offer as stated above; and (ii) details of category wise variations in the actual utilization of the Net proceeds of the offer from the objects of the offer as stated above, until such time as the proceeds of the offer have been fully utilized or the purpose for which the proceeds have been raised have been achieved.

Interim Use of Proceeds

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

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

Variation in Objects

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

Other confirmations

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

BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 27, 111 and 166 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Offer 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 Offer Price is [●] times of the face value at the lower end of the Price Band and [●] 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 Statement**” beginning on page 27, 111 and 166 respectively of this Draft Red Herring Prospectus.

QUALITATIVE FACTORS

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

- a. Diversified product portfolio catering to customers from varied industries
- b. Long standing relationships with customers across geographies
- c. In-house manufacturing facility with equipped machines and processes and research and development
- d. Focus on Quality, Environment, Health and Safety
- e. Stable and consistent financial performance
- f. Experienced Promoters and Management with extensive domain knowledge

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 111 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 166 of this Draft Red Herring Prospectus.

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

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

As per the Restated Financial Statements: -

Sr. No	Period	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2022	9.42	1
2.	Financial Year ending March 31, 2023	9.32	2
3.	Financial Year ending March 31, 2024	12.89	3
	Weighted Average	11.12	6
4.	Period ending September 30, 2024*	7.30	

**Not Annualised*

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 years/ period.*
- vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the year/ period.*

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

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2023-24	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio*	(P/E) Ratio
Highest (Nikhil Adhesives Limited)	68.62
Lowest (Apcotex Industries Limited)	36.60
Industry Average	49.01

* 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.

3. Return on Return on Net worth (RoNW)

Sr. No	Period	RoNW (%)	Weights
1.	Financial Year ending March 31, 2022	40.91%	1
2.	Financial Year ending March 31, 2023	28.82%	2
3.	Financial Year ending March 31, 2024	28.49%	3
	Weighted Average	30.67%	6
4.	Period ending September 30, 2024*	13.90%	

*Not Annualised

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/ period
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/ period / 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/ period
1.	As at September 30, 2024	52.55
2.	As at March 31, 2024	45.25
3.	As at March 31, 2023	32.36
4.	As at March 31, 2022	23.03
	NAV per Equity Share after the Offer	
	at floor price	[●]
	at Cap price	[●]
	Offer Price	[●]

Notes:

- NAV per share = Restated Net worth at the end of the year/period / weighted average number of equity shares outstanding at the end of the year/ period.
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.
- Offer 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 Crores)
			Basic	Diluted				
Kamsons Polymers Limited	[●]	10	12.89	12.89	[●]	28.49%	45.25	283.11
Peer Group								
BASF India Limited	5,441.40	10	130.10	130.10	41.82	17.47%	744.72	13,843.26
Apcotex Industries Limited	380.30	2	10.39	10.39	36.60	10.33%	100.64	1,132.27
Nikhil Adhesives Limited	123.10	1	2.88	2.88	68.62	11.62%	24.81	564.54

Notes:

- i) Source-All the financial information for listed industry peer BASF India Limited, Apcotex Industries Limited and Nikhil Adhesives Limited are sourced from their audited financial results for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and unaudited financial results for the six months ended September 30, 2024 as available on the stock exchange.
- ii) Market Price for the listed peer mentioned above is sourced from stock exchange data dated January 03, 2025 to compute the corresponding financial ratios.
- iii) Further, P/E Ratio is based on the current market price of the respective scrips available on BSE and NSE
- iv) The EPS, NAV, RoNW and Total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2023-24.
- v) NAV per share is computed as the closing net worth divided by the closing outstanding number of paid-up equity shares.
- vi) P/E Ratio of the peer company BASF India Limited, Apcotex Industries Limited and Nikhil Adhesives Limited is based on the audited financial results of the company for the year ended March 31, 2024.
- 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 Offer price is [●] times the face value of equity share.

6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 10, 2025 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 Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s Shah Gupta & Co., Chartered Accountants, (FRN: 109574W), Peer Review Auditor of the Company, by their certificate dated January 10, 2025.

The KPIs of our Company have been disclosed in the sections titled **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators”** on pages 112 and 221 respectively. We have described and defined the KPIs, as applicable, in **“Definitions and Abbreviations”** on page 1

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the section titled **“Objects of the Offer”**, 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	For the period of six months ended on September 30, 2024*	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations ⁽¹⁾	15,457.01	27,831.33	23,437.49	27,536.44
EBITDA ⁽²⁾	1,624.34	2,890.58	2,316.65	2,236.47
EBITDA Margin ⁽³⁾	10.51%	10.39%	9.88%	8.12%
PAT ⁽⁴⁾	1,352.14	2,386.05	1,725.98	1,744.22
PAT Margin ⁽⁵⁾	8.75%	8.57%	7.36%	6.33%
Net Worth ⁽⁶⁾	9,727.58	8,375.44	5,989.39	4,263.42
RoNW(%) ⁽⁷⁾	13.90%	28.49%	28.82%	40.91%
RoCE (%) ⁽⁸⁾	18.24%	35.64%	35.78%	49.31%

*Not Annualized

Notes:

- (1) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT' is PAT available for owner of the group.
- (5) 'PAT Margin' is calculated as PAT available for owner of the group for the period/year divided by revenue from operations.
- (6) 'Net worth means Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- (7) 'Return on Net Worth' is ratio of Profit after Tax and Net Worth.
- (8) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	PAT shall mean profit after tax for the financial year/ period.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our 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.
Return on net worth (%)	Return on Net Worth provides how efficiently our Company leverages its net assets to generate income.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

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

(₹ In Lakhs)

Key Financial Performance	Kamsons Polymers Limited				BASF India Limited			
	For the period of six months ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022	For the period of six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	15,457.01	27,831.33	23,437.49	27,536.44	8,21,462.00	1,376,748.00	1,364,477.00	1,309,973.00
EBITDA	1,624.34	2,890.58	2,316.65	2,236.47	52,710.00	88,983.00	70,195.00	92,396.00
EBITDA Margin	10.51%	10.39%	9.88%	8.12%	6.42%	6.46%	5.14%	7.05%
PAT	1,352.14	2,386.05	1,725.98	1,744.22	34,850.00	56,327.00	40,289.00	59,484.00
PAT Margin	8.75%	8.57%	7.36%	6.33%	4.24%	4.10%	2.95%	4.54%
Net Worth	9,727.58	8,375.44	5,989.39	4,263.42	3,50,864.00	322,358.00	270,118.00	233,608.00
Return on Net Worth	13.90%	28.49%	28.82%	40.91%	9.93%	17.47%	16.00%	28.90%
RoCE (%)	18.24%	35.64%	35.78%	49.31%	13.56%	24.02%	21.50%	35.80%

(₹ In Lakhs)

Key Financial Performance	Apcotex Industries Limited				Nikhil Adhesives Limited			
	For the period of six months ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022	For the period of six months ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	68,769.30	112,455.01	107,992.88	95,689.09	30,885.35	56,419.32	74,346.26	81,373.69
EBITDA	5,924.33	11,394.78	15,851.66	13,981.86	1,896.60	3,076.89	3,458.13	4,342.67
EBITDA Margin	8.61%	10.13%	14.68%	14.61%	6.14%	5.45%	4.65%	5.34%
PAT	2,575.44	5,387.87	10,793.88	9,880.61	913.80	1,325.07	1,703.97	2,526.41
PAT Margin	3.75%	4.79%	9.99%	10.33%	2.96%	2.35%	2.29%	3.10%
Net Worth	54,375.61	52,174.32	47,601.31	39,616.35	12,318	11,398.77	10,166.78	8,545.26
Return on Net Worth	4.74%	10.33%	22.68%	24.94%	7.42%	11.62%	16.76%	29.57%
RoCE (%)	5.80%	13.90%	24.20%	30.40%	8.29%	15.07%	22.26%	34.12%

*Not annualized

Notes:

- (1) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT' is PAT available for owner of the group.
- (5) 'PAT Margin' is calculated as PAT available for owner of the group for the period/year divided by revenue from operations.

- (6) 'Net worth means Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- (7) 'Return on Net Worth' is ratio of Profit after Tax and Net Worth.
- (8) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

8. Weighted average cost of acquisition

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

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on December 14, 2024, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

There has been no secondary sale/ acquisitions of Equity Shares, where the Promoter, 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), 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-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

Primary Transactions:

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

Date of Allotment	No. of equity shares allotted	Issue Price per equity shares	Nature of Allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
December 14, 2024	1,85,00,000	Nil	Bonus Issue	Other than Cash	Nil

Secondary Transactions:

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

Date of Transfer	Name of transferor	Name of Transferee	No. of Equity shares*	Price Per Equity Share*	Nature of transaction	Total Consideration (in ₹)
February 16, 2024	Lt. Ramankumar Lalchand Mehra	Navin R Mehra	900	NA	Transmission	NA
March 16, 2024	Kamlesh Raman Mehra		900	Nil	Gift	Nil
June 10, 2024	Navin R Mehra	Navin Raman Mehra (HUF)	10	84,000	Sale	8,40,000

		Vicky Gobind Sidhwani	10			8,40,000
		Sanjana Navin Mehra	10	Nil	Gift	Nil

*Pursuant to Shareholders' resolution dated August 22, 2024, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares, hence the shares mentioned above is post taking effect of subdivision.

d) 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. ₹ [●])	Cap price* (i.e. ₹ [●])
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.	NA ^{^^}	NA ^{^^}	NA ^{^^}
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	0.09	[●] times	[●] times

Note:

[^]There were no primary/ new issue of shares (equity/ convertible securities) other than Equity Shares issued pursuant to a bonus issue on December 14, 2024 in last 18 months prior to the date of this Draft Red Herring Prospectus.

^{^^}There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.

* To be updated at Prospectus stage.

Kamsons Polymers Limited is a Book Built Offer and the price band for the same shall be published 2 working days before opening of the Offer in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Offer Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with **“Our Business”**, **“Risk Factors”** and **“Restated Financial Statements”** on pages 111, 27 and 166 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
Kamsons Polymers Limited,
1003, Embassy Chamber, 10th Floor,
3rd Road CTS- E/85 859 B-2,
Plot No 5, Opp Simran Plaza,
Khar (West), Mumbai 400052

And
Hem Securities Limited
203, Jaipur Tower, M.I. Road,
Jaipur Rajasthan- 302001 India

Dear Sirs/ Madam,

Sub: Statement of Tax Benefits ('The Statement') available to Kamsons Polymers 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")

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

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company or its shareholders. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

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

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

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

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

We have conducted our examination in accordance with the “Guidance Note on Reports in Company Prospectuses (Revised 2019)” (“**Guidance Note**”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have also 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 confirm that the information above is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

This certificate is issued for the sole purpose of the Issue and this certificate or any extracts or annexures thereof, can be used, in full or part, for inclusion in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLM in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of the Offer documents.

This certificate may be relied on by the Company, the BRLM and legal counsel in relation to the Issue.

We undertake to update you in writing of any changes in the abovementioned position, until the date the Equity Shares issued pursuant to the Issue commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

Yours Sincerely,

For Shah Gupta & Co.

Chartered Accountants

ICAI Firm Registration Number: 109574W

Peer Review Number: 019101

Bharat P. Vasani

Partner

M. No. 040060

UDIN: 25040060BMILLU4083

Place: Mumbai

Date: January 10, 2025

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We have not covered here the tax benefits available to all the shareholders of any company listed in India.

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

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

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

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

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company. We have not considered the general tax benefits available to the Company, and/or its shareholders.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Special Tax benefits, if any, Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

6. This Annexure is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

Yours Sincerely,

For Shah Gupta & Co.

Chartered Accountants

ICAI Firm Registration Number: 109574W

Peer Review Number: 019101

Bharat P. Vasani

Partner

M. No. 040060

UDIN: 25040060BMILLU4083

Place: Mumbai

Date: January 10, 2025

SECTION V- ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

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 Draft Red Herring Prospectus, including the information in “**Our Business**” and “**Financial Information**” beginning on pages 111 and 166 respectively of this Draft Red Herring 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 27 of this Draft Red Herring Prospectus.

GLOBAL ECONOMIC OUTLOOK

Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. It is then expected to edge up to 2.7 percent in 2025-26 amid modest growth in trade and investment. Global inflation is projected to moderate-but at a slower clip than previously assumed, averaging 3.5 percent this year. Given continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) will likely remain cautious in easing monetary policy. As such, average benchmark policy interest rates over the next few years are expected to remain about double the 2000-19 average.

Despite an improvement in near-term growth prospects, the outlook remains subdued by historical standards in advanced economies and EMDEs alike. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average pace. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, representing more than 80 percent of global population and world output. EMDE growth is forecast to moderate from 4.2 percent in 2023 to 4 percent in both 2024 and 2025. Prospects remain especially lackluster in many vulnerable economies—over half of economies facing fragile- and conflict-affected situations will still be poorer by the end of this year than on the eve of the pandemic.

Global risks remain tilted to the downside despite the possibility of some upside surprises. Escalating geopolitical tensions could lead to volatile commodity prices, while further trade fragmentation risks additional disruptions to trade networks. Already, trade policy uncertainty has reached exceptionally high levels compared to other years that have featured major elections around the world since 2000. The persistence of inflation could lead to delays in monetary easing. A higher-for-longer path for interest rates would dampen global activity. Some major economies could grow more slowly than currently anticipated due to a range of domestic challenges. Additional natural disasters related to climate change could also hinder activity. On the upside, global inflation could moderate more quickly than assumed in the baseline, enabling faster monetary policy easing. In addition, growth in the United States could be stronger than expected.

Against this backdrop, decisive global and national policy efforts are needed to meet pressing challenges. At the global level, priorities include safeguarding trade, supporting green and digital transitions, delivering debt relief, and improving food security. At the national level, persistent inflation risks underscore the need for EMDE monetary policies to remain focused on price stability. High debt and elevated debt-servicing costs will require policy makers to seek ways to sustainably boost investment while ensuring fiscal sustainability. To meet development goals and bolster long-term growth, structural policies are needed to raise productivity growth, improve the efficiency of public investment, build human capital, and close gender gaps in the labor market.

Global outlook

The global economy is stabilizing, following several years of negative shocks. Global growth is projected to hold steady at 2.6 percent this year, despite flaring geopolitical tensions and high interest rates, before edging up to 2.7 percent in 2025-26

alongside modest expansions of trade and investment. Global inflation is expected to moderate at a slower clip than previously assumed, averaging 3.5 percent this year. Central banks in both advanced economies and emerging market and developing economies (EMDEs) are likely to remain cautious in easing policy. As such, markedly higher interest rates than prior to the pandemic are set to sustain for an extended period. Despite some improvement, the outlook remains subdued. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average, with a slower pace of expansion in economies comprising over 80 percent of the global population. EMDE growth is projected to moderate from 4.2 percent in 2023 to 4 percent in 2024. Amid heightened conflict and violence, prospects remain especially lackluster in many vulnerable economies—over half of fragile and conflict-affected economies will still be poorer in 2024 than on the eve of the pandemic. Risks have become more balanced but remain tilted to the downside. Escalating geopolitical tensions could lead to volatile commodity prices. In a context of elevated trade policy uncertainty, further trade fragmentation risks additional disruptions to trade networks. More persistent inflation could lead to higher-for-longer interest rates. Other risks include weaker-than-anticipated activity in key economies and disasters related to climate change. Against this backdrop, policy makers face daunting challenges. Global efforts are needed to safeguard trade, support green and digital transitions, deliver debt relief, and improve food security. Still-pronounced inflation risks underscore the need for EMDE monetary policies to remain focused on price stability. High debt and elevated debt-servicing costs will require EMDE policy makers to balance sizable investment needs with fiscal sustainability. To meet development goals, policies are needed to raise productivity growth, improve the efficiency of public investment, build human capital, and close gender gaps in the labor market.

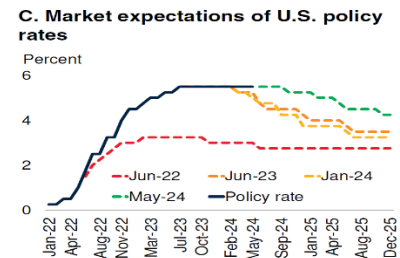
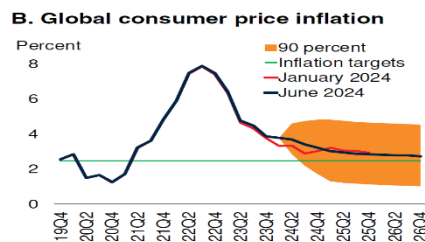
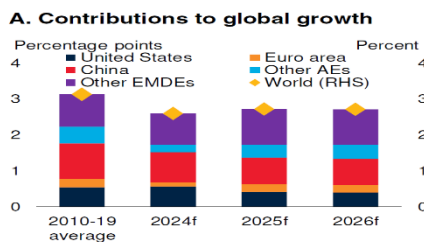
Global prospects

The global economy is stabilizing but the outlook remains subdued—both advanced economies and EMDEs are projected to grow at a slower pace over 2024-26 than in the pre-pandemic decade. Recent upward pressures on global core inflation are anticipated to gradually ease, such that headline inflation converges to levels broadly consistent with central bank targets by 2026. Market expectations for the path of U.S. policy rates have been repeatedly revised higher. Amid elevated borrowing costs, about two-fifths of EMDEs are acutely vulnerable to debt stress. In 2024-25, growth is expected to underperform its 2010-19 average in countries comprising more than 80 percent of global output and population. The multiple shocks of recent years have impeded per capita income catch-up, with almost half of EMDEs losing ground relative to advanced economies over 2020-24.

The global economy is stabilizing, following several years of overlapping negative shocks. Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economies. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic (figure A).

Inflation continues to wane globally, making progress toward central bank targets in advanced economies and EMDEs, but at a slower pace than previously expected. Core inflation has remained stubbornly high in many economies, supported by rapid growth of services prices. Over the remainder of 2024, continued tight monetary policy stances and slowing wage increases should help reduce inflation further. By the end of 2026, global inflation is expected to settle at an average rate of 2.8 percent, broadly consistent with central bank targets (figure B)

The anticipated extent of monetary easing in advanced economies this year has diminished substantially since late 2023—by more than a percentage point in the case of the United States. Expected policy rate paths diverge across major economies, as the European Central Bank proceeds with policy easing while the U.S. Federal Reserve keeps rates on hold for longer. Indeed, aside from short-term fluctuations, market expectations for the path of U.S. interest rates have repeatedly moved higher since 2022 (figure C). Despite this market reassessment, global financial conditions have eased this year, reflecting solid risk appetite following last year's progress on disinflation and diminished concerns about the possibility of a sharp slowdown in global growth. In particular, global equity markets have made sizable gains

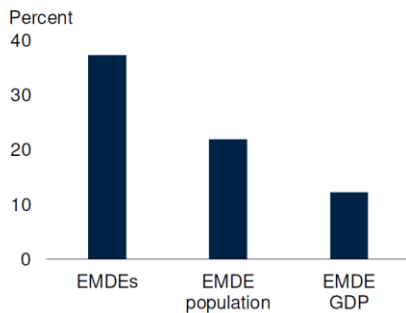


EMDE financial conditions similarly became more accommodative early this year, aided by declining domestic policy rates, improving global sentiment, and expected easing of advanced economy monetary conditions. EMDE conditions turned somewhat less accommodative in the second quarter, as a strengthening of the U.S. dollar—prompted by geopolitical tensions and firm inflation data in the United States—coincided with a bout of capital outflows. Although market perceptions of sovereign credit risk have generally eased this year, EMDE borrowing costs continue to be high, and marked divergences persist. Indeed, credit ratings and debt sustainability analyses indicate that about 40 percent of EMDEs remain acutely vulnerable to debt-related stress (figure D).

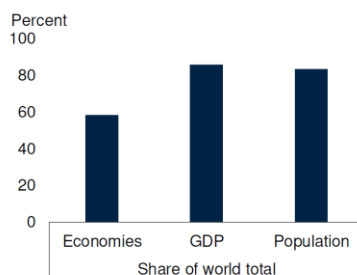
Across the forecast horizon, global growth remains lackluster by recent historical standards, at about 0.4 percentage point below the 2010-19 average. In 2024-25, growth is set to underperform its average pace in the 2010s in nearly 60 percent of economies, representing more than 80 percent of global output and population (figure 1.1.E). The subdued outlook—despite the anticipated moderation of various cyclical headwinds underscores a secular deceleration of potential growth in many large economies. Relative to prepandemic norms, growth has weakened notably in countries that experienced high rates of inflation, much of which emanated from shocks to supply chains and commodity prices. Yet this trend is set to continue in the coming years, suggesting potentially enduring supply-side weakness.

GDP per capita in EMDEs is forecast to grow at about 3 percent on average over 2024-26, well below the average in 2010-19. Excluding China, EMDE per capita GDP growth is forecast to be lower still, averaging 2.5 percent over 2024-26. Some large EMDEs, such as India, are expected to see continued solid per capita growth. Yet the trend of the 2020s so far is one of uneven and limited progress. Nearly half of EMDEs are set to lose ground relative to advanced economies when viewed over the 2020-24 period (figure F). Although this trend is expected to improve somewhat over 2025-26 in EMDEs as a whole, per capita growth is set to remain stagnant in many LICs and FCS.

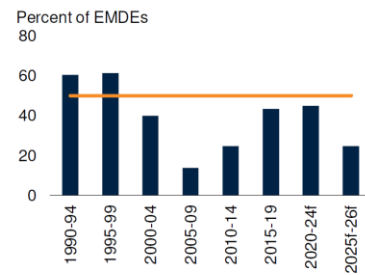
D. Share of EMDEs vulnerable to debt-related stress



E. Lower average GDP growth in 2024-25 compared to 2010-19



F. Share of EMDEs with GDP per capita growth lower than in advanced economies



(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/6feb9566-e973-4706-a4e1-b3b82a1a758d/content>)

INDIAN ECONOMY OUTLOOK

India's calibrated response to the pandemic on the economic front included three salient components. The first has been the focus on public spending on infrastructure, which kept the economy afloat by creating a strong demand for jobs and industrial output and triggered a lagged yet vigorous private investment response. Stronger balance sheets of the financial and non-financial private sector helped, aided by a decade of supporting initiatives by the Government and the Reserve Bank of India. The second has been partly a natural response of business enterprise and public administration amidst adversities, i.e., digitalisation of service delivery. The public policy focus and nurturing of processes and frameworks in digital technology greatly helped this irreversible and transformational change. The third has been embodied in the Atmanirbhar Bharat Abhiyan

in terms of targeted relief to different sectors of the economy and sections of the population, and structural reforms that assisted a firm recovery and increased the medium-term growth potential.

Global troubles, supply chain disruptions, and vagaries of monsoons intermittently stoked domestic inflationary pressures, which were, to a great extent, managed by administrative and monetary policy responses. The fiscal balances of the general government—central and State Governments taken together - have improved progressively despite expansionary public investment. Tax compliance gains driven by procedural reforms, expenditure restraint, and increasing digitisation helped India achieve this fine balance. The external balance has been pressured by subdued global demand for goods, but strong services exports largely counterbalanced this. Global output is now somewhat more resilient than in 2022, inflationary pressures are shrinking, and trade is set to recover, should there be no further geo-political shocks or flare-ups. However, the chances of geopolitical disturbances and conflicts have only gone up in recent times.

The net impact of these developments has been that the Indian economy recovered and expanded in an orderly fashion in the last three years. The real GDP in FY24 was 20 per cent higher than its level in FY20, a feat that only a very few major economies achieved, while also leaving a strong possibility for robust growth in FY25 and beyond. Growth has been inclusive with a reduction in unemployment and multi-dimensional poverty and an increase in labour force participation. Overall, the Indian economy looks forward to FY25 optimistically, anticipating broad-based and inclusive growth.

Economic Survey 2023-24 (Source - <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap01.pdf>)

India's real GDP is projected to grow between 6.5–7 per cent in 2024-25. The Indian economy recovered swiftly from the pandemic, with its real GDP in FY24 being 20 per cent higher than the pre-COVID, FY20 levels. The Survey points out that the domestic growth drivers have supported economic growth in FY24 despite uncertain global economic performance. It also adds that during the decade ending FY20, India grew at an average annual rate of 6.6 per cent, more or less reflecting the long-run growth prospects of the economy.

The Survey, however cautions that any escalation of geopolitical conflicts in 2024 may lead to supply dislocations, higher commodity prices, reviving inflationary pressures and stalling monetary policy easing with potential repercussions for capital flows. This can also influence RBI's monetary policy stance. The global trade outlook for 2024 remains positive, with merchandise trade expected to pick up after registering a contraction in volumes in 2023.

The Economic Survey says that India's economy showed resilience to a gamut of global and external challenges as real GDP grew by 8.2 percent in FY 24, exceeding 8 percent mark in three out of four quarters of FY 24, driven by stable consumption demand and steadily improving investment demand.

The Survey states that despite global supply chain disruptions and adverse weather conditions, domestic inflationary pressures moderated in FY24. After averaging 6.7 per cent in FY23, retail inflation declined to 5.4 per cent in FY24. This has been due to the combination of measures undertaken by the Government and the RBI. The Union Government undertook prompt measures such as open market sales, retailing in specified outlets, timely imports, reduced the prices of Liquefied Petroleum Gas (LPG) cylinders and implemented a cut in petrol and diesel prices. The RBI raised policy rates by a cumulative 250 bps between May 2022 and February 2023.



The Survey says, against the global trend of widening fiscal deficit and increasing debt burden, India has remained on the course of fiscal consolidation. The fiscal deficit of the Union Government has been brought down from 6.4 per cent of GDP in FY23 to 5.6 per cent of GDP in FY24, according to provisional actuals (PA) data released by the Office of Controller General of Accounts (CGA).

The growth in gross tax revenue (GTR) was estimated to be 13.4 per cent in FY24, translating into tax revenue buoyancy of 1.4. The growth was led by a 15.8 per cent growth in direct taxes and a 10.6 per cent increase in indirect taxes over FY23. The Survey adds that broadly, 55 per cent of GTR accrued from direct taxes and the remaining 45 per cent from indirect taxes. The increase in indirect taxes in FY24 was mainly driven by a 12.7 per cent growth in GST collection. The increase in GST collection and E-way bill generation reflects increased compliance over time.



The Survey points out that the State governments continued to improve their finances in FY24. Preliminary unaudited estimates of finances for a set of 23 states, published by the Comptroller and Auditor General of India, suggest that the gross fiscal deficit of these 23 states was 8.6 per cent lower than the budgeted figure of ₹9.1 lakh crore. This implies that fiscal deficit as a per cent of GDP for these states came in at 2.8 per cent as against a budgeted 3.1 per cent. The quality of spending by state governments improved, too, with state governments focusing on Capex as well.



The capital expenditure for FY24 stood at ₹9.5 lakh crore, an increase of 28.2 per cent on a YoY basis, and was 2.8 times the level of FY20. The Government’s thrust on capex has been a critical driver of economic growth amidst an uncertain and challenging global environment. Spending in sectors such as road transport and highways, railways, defence services, and telecommunications delivers higher and longer impetuses to growth by addressing logistical bottlenecks and expanding productive capacities.

The Survey underscores that the Indian Rupee has also been one of the least volatile currencies among its emerging market peers in FY24. India’s external debt vulnerability indicators also continued to be benign. External debt as a ratio to GDP stood at a low level of 18.7 per cent as of end-March 2024. The ratio of foreign exchange reserves to total debt stood at 97.4 per cent as of March 2024 as per the Economic Survey 2023- 24.

On the global economic scenario the Survey says that after a year marked by global uncertainties and volatilities, the economy achieved greater stability in 2023. While uncertainty stemming from adverse geopolitical developments remained elevated, global economic growth was surprisingly robust.

The Survey states as per the World Economic Outlook (WEO), April 2024 of the International Monetary Fund (IMF), the global economy registered a growth of 3.2 per cent in 2023.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2034973>)

INDUSTRY SCENARIO- CHEMICAL INDUSTRY

Covering more than 80,000 commercial products, India’s chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India’s GDP. The Indian chemical industry is currently valued at US\$ 220 billion and is expected to reach US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. This industry remains an active hub of opportunities, even in an environment of global uncertainty.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world's production of dyestuffs and dye intermediates. From April-May 2024, the export of agrochemicals was US\$ 661.18 million, dyes were US\$ 379.61 million and the other dye intermediates were US\$ 27.87 million. Indian colourants industry has emerged as a key player with a global market share of ~15%. The country’s chemicals industry is de-licensed, except for a few hazardous chemicals. India has traditionally been a world leader in generics and biosimilars and a major Indian vaccine manufacturer, contributing more than 50% of the global vaccine supply. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at the global level (excluding pharmaceuticals).

Advantage India

1. Growing demand

- Rise in demand from end-user industries such as food processing, personal care and home care is driving the development of different segments in India's specialty chemicals market.
- India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP
- According to a McKinsey report, Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.
- Exports of Organic and Inorganic Chemicals reached US\$ 4.78 Billion in April-May 2024.

2. Increasing investments and spending

- FDI inflows in the chemicals sector (other than fertilizers) reached US\$ 22.146 billion between April 2000-March 2024.
- Prime Minister, Mr. Narendra Modi, laid the foundation stone of development projects worth more than Rs. 50,700 crore (US\$ 6.11 billion) on September 14, 2023.
- An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025.
- The "Power and Renewable Energy Manufacturing Zone, Narmadapuram," whose construction is anticipated to cost about Rs. 460 crore (US\$ 55.5 million), would contribute to the economic growth and employment generation of the area

3. Opportunities

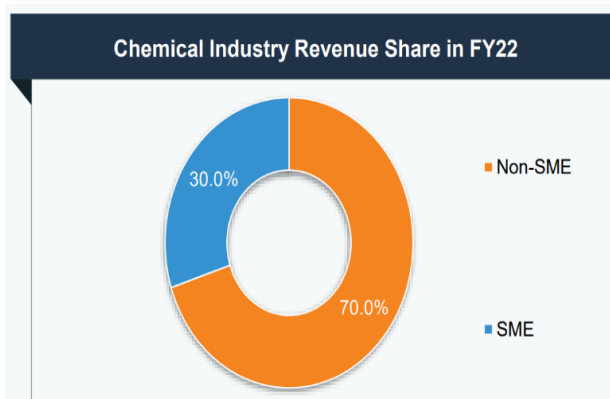
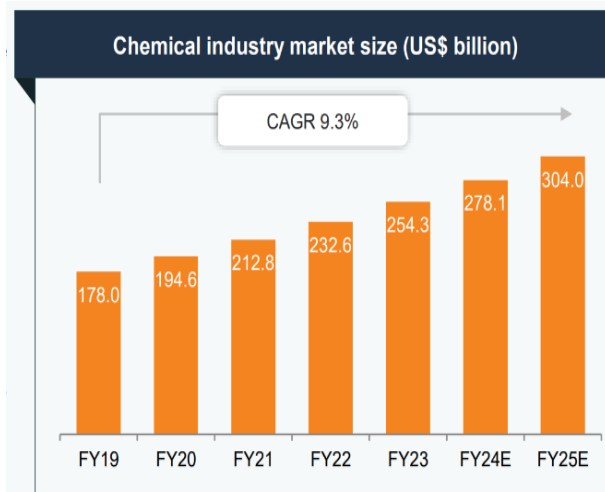
- India's specialty chemicals companies are expanding their capacities to cater to rising demand from domestic and overseas.
- With global companies seeking to de-risk their supply chains, which are dependent on China, the chemical sector in India has the opportunity for a significant growth.
- The Dahej PCPIR project in Bharuch, comprising 180 existing and 650 under construction industrial units has attracted an investment of Rs. 1 lakh crore (~US\$ 12 billion) and is expected to generate 32,000 jobs.
- The Indian chemical industry is currently valued at US\$ 220 billion and is expected to reach US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. This industry remains an active hub of opportunities, even in an environment of global uncertainty.

4. Policy support

- Under the Interim Budget 2024-25 the government allocated Rs. 192.21 crore (US\$ 23.13 million) to the Department of Chemicals and Petrochemicals.
- The PLI plan for the National Programme on Advanced Chemistry Cell Battery Storage has been approved by the Union Cabinet as of May 2021.
- PLI schemes were introduced to promote Bulk Drug Parks, with a budget of Rs. 1,629 crore (US\$ 213.81 million).
- The Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) set up at Paradip has attracted investments worth US\$ 8.84 billion (Rs.73,518 crores) resulting in employment of about 40,000 people.

Chemicals market in India

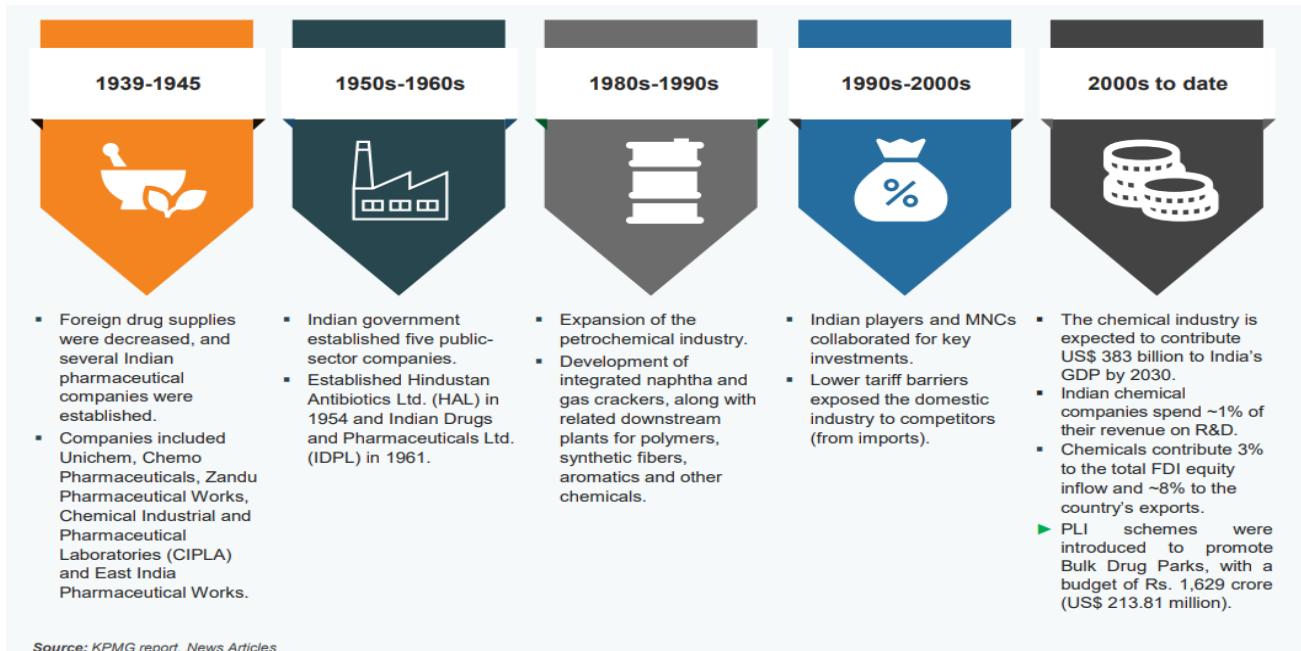
- Chemicals industry in India covers >80,000 commercial products.
- India accounts for 2.5% of the world's global chemical sales, exporting to more than 175 countries.
- India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP.
- The industry is expected to reach US\$ 304 billion by 2025 at a CAGR of 9.3%, driven by rising demand in the end-user segments for specialty chemicals and petrochemicals segment.
- Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.
- During April-March 2024, India's dye exports (Dyes and Dye Intermediates) totaled US\$ 2.32 billion.
- During April-May 2024, India's dye exports (Dyes and Dye Intermediates) totaled US\$ 407.48 million.
- Specialty chemical companies are seeking import substitutions while exploring export opportunities to accelerate their business.
- India is the third largest polymer consumer in the world and is expected to consume 60 million tonnes by 2040.
- The agrochemicals market in India is expected to register an 8.6% CAGR to reach US\$ 7.4 billion between 2021 and 2026.
- Specialty chemicals account for 20% of the global chemicals industry's US\$ 4 trillion, with India's market expected to increase at a CAGR of 12% to US\$ 64 billion by 2025. This gain would be driven by a healthy demand growth (CAGR of 10-20%) in the export/end-user industries.



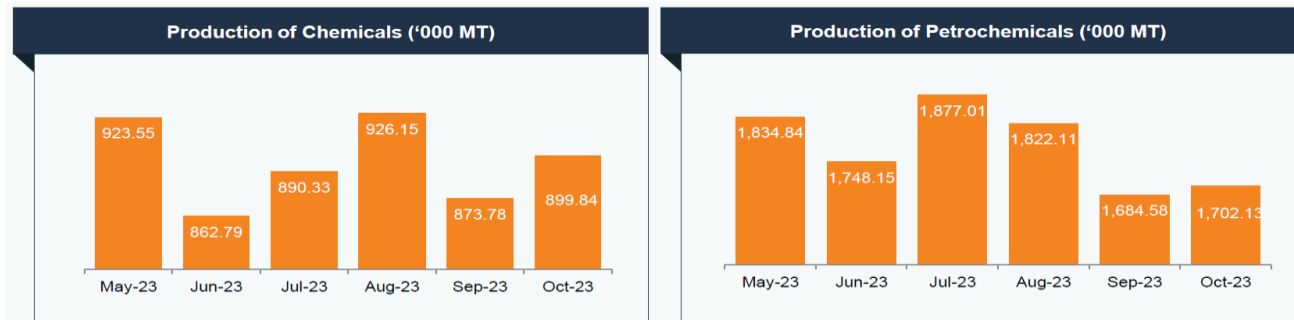
Chemical's market is split into five key segments

Bulk chemicals	Petrochemicals & polymers	Fertilisers	Specialty chemicals	Agrochemicals
<ul style="list-style-type: none"> • These are groups of chemicals, which are manufactured on a large scale and further divided into organic, inorganic and alkali chemicals 	<ul style="list-style-type: none"> • These chemicals are derivative of several chemical compounds such as hydrocarbons, which are derived from crude oil or natural gas 	<ul style="list-style-type: none"> • These provide nutrients for plant growth; are divided into organic/inorganic and natural/synthetic. Further, these can be broadly classified into phosphate, potassium and nitrogenous 	<ul style="list-style-type: none"> • These are derivatives of basic chemicals that are manufactured for specific end-use solutions. The characteristics of these chemicals include high-value, high R&D and low volume 	<ul style="list-style-type: none"> • These chemicals are used to protect crops against insects and pests and include fungicides, herbicides, and insecticides, among others. These chemicals can be applied in water irrigation, seeds, soils and crops

Evolution of the Indian chemical sector



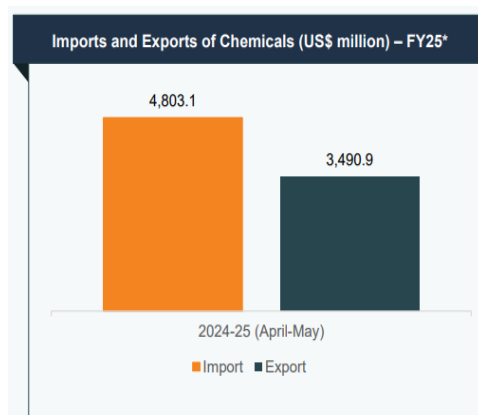
Chemical sector production capacity



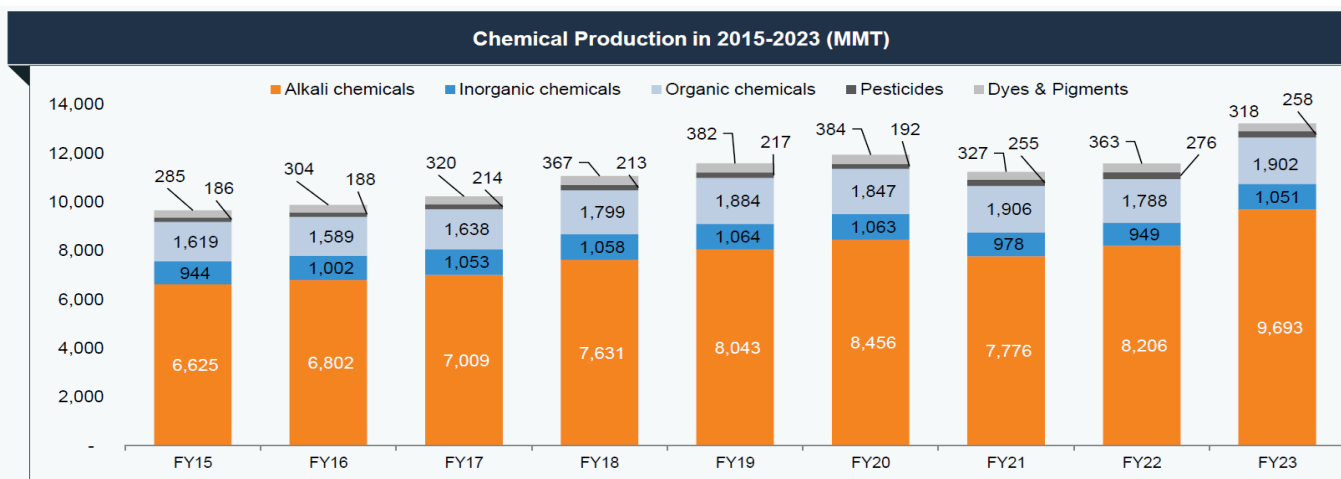
- Major chemical production reached 949.5 million metric tonnes (MMT) in May 2024, while petrochemical production reached 1,820.1 MMT.
- In May 2024, production levels of various chemicals were as follows:
 - Soda Ash: 250.47 MMT
 - Caustic Soda: 301.11 MMT
 - Liquid Chlorine: 212.08 MMT
 - Formaldehyde: 28.04MMT
 - Pesticides and Insecticides: 25.07 MMT

Chemical sector import and export statistics

- From April 2024 to May 2024, exports of organic chemicals stood at US\$ 1.29 billion & inorganic stood at US\$ 358.68 million.
- Imports of organic chemicals were US\$ 2.69 billion and inorganic chemicals US\$ 1.09 billion from April 2024 to May 2024.
- From April 2024 to May 2024, exports of castor oil, essential oil, and cosmetics and toiletries stood at US\$ 765.5 million.
- Imports of castor oil, essential oil, and cosmetics and toiletries are US\$ 388.64 billion during April-May for FY2024-25*.
- From April-May 2024, the export of agrochemicals was US\$ 661.18 million, dyes were US\$ 379.61 million and the other dye intermediates were US\$ 27.87 million.
- The import of agrochemicals was US\$ 367.70 million, dyes were US\$ 56.09 million and the other dye intermediates were US\$ 199.88 million during April-May 2024.
- India exported to more than 175 countries in 2022-23. The major export destinations were the USA, China and new destinations viz. Turkey, Russia and North-East Asian Countries (Hongkong, Japan, Korea RP, Taiwan, Macao, Mongolia).
- Around 50% of the agro-chemicals are exported from India to the world. India is the top producer and exporter of castor oil, with 85-90 % of total global exports in the world.
- India holds a strong position in international trading of chemicals and ranks 9th in exports and 6th in imports at a global level (excluding pharmaceuticals).



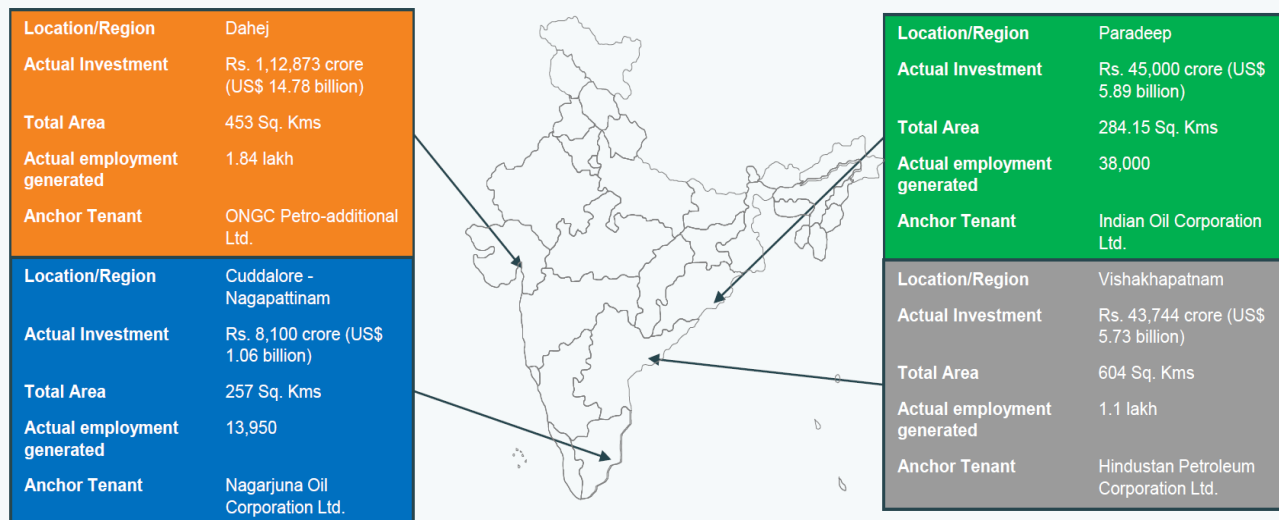
Chemical trends in India



- In 2022-23 (April-March), Alkali chemicals stood at 73.3% of the total chemical production.
- Government initiatives such as the promotion of small and mid-sized ‘Sodium Bicarbonate’ and ‘Ammonia’ processing industries in proximity to soda ash manufacturing units are likely to boost demand for soda ash in the country.
- The specialty chemicals market in India would grow faster than China, increasing its market share to 6% by 2026 from 3-4% in fiscal 2021. A shift in the global supply chain brought on by the China+1 strategy and a resurgence in domestic end-user demand was expected to fuel significant revenue growth of 18-20% in 2022 and 14-15% in 2023.

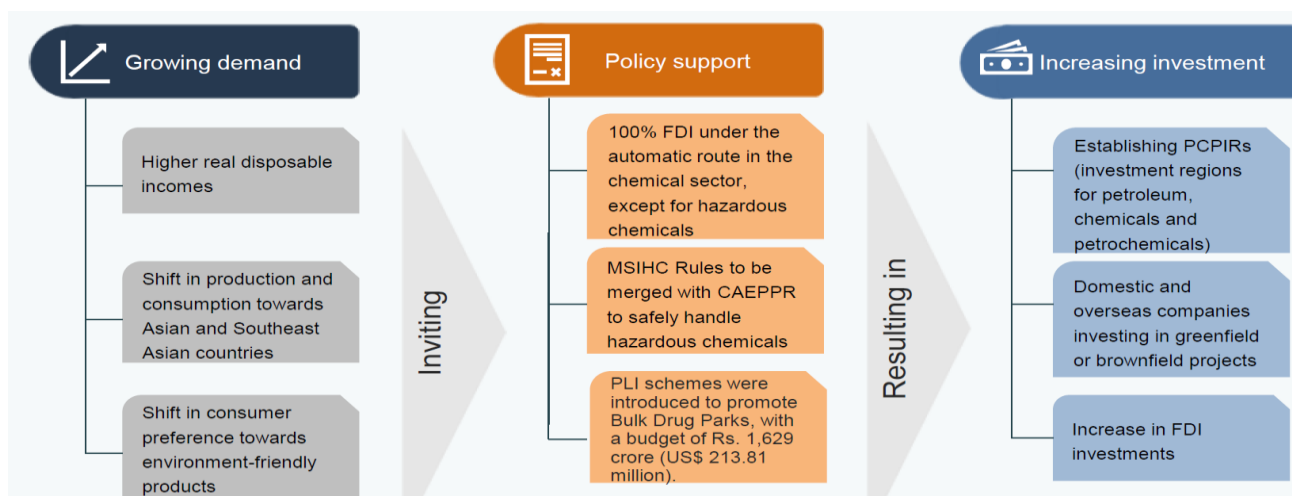
Petroleum, chemicals and petrochemicals investment region (PCPIR)

To promote investments and development in this sector, Indian government approved four PCPIRs



- PCPIR in Dahej, Gujarat attracted more investments compared with the other three cities-wherein various Indian and multinational companies such as ONGC, GACL, OPAL, BASF and LANXESS have opened facilities. The Gujarat Infrastructure Development Corporation (GIDC) has made an investment of around ₹ 17,317 crore (US\$ 2.09 billion) for infrastructure development in the PCPIR.
- In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, it has been targeted to attract a combined investment of US\$ 142 billion (₹ 10 lakh crore) by the year 2025, ₹ 15 lakh crore (US\$ 213 billion) by 2030 and ₹ 20 lakh crore (US\$ 284 billion) by 2035 in all the PCPIRs across the country.
- The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons were employed in direct and indirect activities related to PCPIRs by the end of 2020.

Strong demand and policy support driving investments



Key growth drivers

Rise in domestic demand

- By 2030, India is likely to have ~80% of the households in the middle-income group.
- The growing middle-class and increasing urbanisation is driving the demand for personal care, agrochemicals, food, paints & coatings resulting into higher consumption of chemicals per capita.

Government aims to boost manufacturing share in GDP to 20% by 2025

- Government considers the manufacturing sector to be a key focus area and has contacted ~1,450 companies worldwide to manufacture in India.
- The government plan includes 2-3 autonomous zones which does not have labor and land laws.
- ~300 companies are actively pursuing production plans in mobiles, electronics, medical devices and textiles.



1. *Emerging Manufacturing Hubs*: The dedicated integrated manufacturing hubs under Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.
2. *Rise in Disinfectant Demand Post Covid-19*: With increasing demand for disinfection of personal and public places post COVID-19, the chloro-alkali, ethanol, personal care, and surfactant industry is expected to record significant growth in near future.
3. *Foreign Investment*: Presence of prominent global players, such as BASF, Dow Chemicals, Bayer and others, 100% FDI in the chemicals sector and stringent laws on anti-dumping to drive the Indian chemical market.
4. *Growing End Use Industries*: Demand from packaging, construction, automotive and other industries to drive the Indian chemical market.
5. *Emerging Manufacturing Hubs*: The dedicated integrated manufacturing hubs under Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of ₹ 20 lakh crore (US\$ 276.46 billion) by 2035

Recent developments and investments by key players

Rise in production

- In Bina, Madhya Pradesh, the Prime Minister, Mr. Narendra Modi, laid the foundation stone of development projects worth more than ₹ 50,700 crore (US\$ 6.11 billion) on September 14, 2023. The refineries will produce about 1,200 Kilo-Tonnes Per Annum (KTPA) of ethylene and propylene, vital components for various sectors like textiles, packaging, and pharma, among others.
- In July 2022, NTPC Renewable Energy Limited (NTPC REL) and Gujarat Alkalies and Chemicals Limited (GACL) signed an MoU to participate in the establishment of India's first commercial-scale Green Ammonia and Green Methanol plants.
- From August 2021-August 2022, India sold 3.27 crore bottles of nano urea and planned to produce 6.0 crore bottles of nano urea by the end of FY22-23.

M&As

- In June 2023, Himadri Specialty Chemical invested Rs. 58 crore (US\$ 7.01 million) in Sicona Battery Technologies Pty Ltd, (Sydney) for a 12.79% stake.
- In June 2023, Mumbai-based UPL Ltd, will hive off its specialty chemicals business on a slump sale basis to wholly-owned arm UPL Specialty Chemicals Ltd for Rs. 3,572 crore (US\$ 431.96 million).

- In December 2022, GMM Pfaudler Ltd has entered into an agreement on December 8, 2022, to acquire Mixel France SAS and its wholly owned subsidiary Mixel Agitator Co. Ltd. for US\$ 7.63 million.

Self-reliant in fertilisers

- In 2023, India became self-reliant in fertiliser production and reduce import dependency, by establishing new units covering an investment of ₹400 billion. At present, Indian fertiliser production stands at 42-45 million tonnes and imports at 18 million tonnes.

Public-private partnership (PPP) model

- In March 2023, Chennai awaits more bio-CNG plants to enable switch to clean energy.
- The Department of Atomic Energy (DAE) is constructing India's first research reactor on a public-private partnership (PPP) model.

Skills and technical support

- In August 2023, the Prime Minister announced a subsidy of US\$ 120.93 billion (₹ 10 lakh crore) for providing cheaper Urea to farmers.
- Central Institute of Petrochemicals Engineering & Technology (CIPET), under the Ministry of Chemicals and Fertilisers, will establish two new 'Centres for Skilling and Technical Support' (CSTS) at Bhagalpur, Bihar and Varanasi, Uttar Pradesh. This will act as a catalyst for development and growth of new and existing industries in the region.
- In September 2021, Career Labs, India's first profile building EdTech start-up, announced an industry certification programme for chemical engineers in partnership with Dr. Reddy's Laboratories Ltd. The partnership aims at opening avenues for students to pursue highly rewarding careers in the pharmaceutical industry and concurrently meet the ever-increasing demand for chemical engineers to cater to the need of the hour with relevant skill development.
- In June 2021, the Rubber Skill Development Council (RSDC) announced that it is expanding its vertical to cover the chemicals and petrochemicals sectors and will be now known by the name Rubber, Chemical, Petrochemical Skill Development Council (RCPSDC). The council will implement skill training programmes in chemicals and petrochemicals verticals for the youth across country.

International collaboration and investments

- In December 2022, GMM Pfaudler Ltd has entered into an agreement on December 8, 2022, to acquire Mixel France SAS and its wholly owned subsidiary Mixel Agitator Co. Ltd. for US\$ 7.63 million.
- In September 2022, Royal Society of Chemistry (RSC) and CSIR work together to support chemistry in schools across India.
- In September 2022, Spanish perfume maker Puig acquired a controlling stake in Kama Ayurveda Pvt. owning 85% in the company.
- In May 2022, a global investment firm, PAG acquired Optimus group along with consortium partners CX Partners and Samara Capital.
- Advent International acquired a majority position in Avra Labs in January 2022, uniting it with two other businesses it had previously acquired, RA Chem Pharma and ZCL Chemicals.
- In 2021, the chemicals industry bagged PE/VC investments of a total of US\$ 74 millions as compared to US\$ 53 million in 2020.
- The government is planning to hold roadshows in eight overseas markets for the proposed investors' summit planned in January 2022, with focus on the petrochemicals sector, and is eager to attract investors to its newly launched Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) near the upcoming crude oil refinery in Pachpadra village (in Barmer district, Rajasthan).
- In October 2021, Rosneft, Russia, launched a large-scale petrochemical production development programme in India with investments worth ~US\$ 750 million at the current implemented stage.

Specialty chemicals – international demand to drive growth

- Specialty chemical companies in India have started accelerating their capex plan on the back of strong growth visibility and emerging opportunities
- Due to growing environmental concerns, many chemical companies in China ceased activities in 2018; this led to an increase in manufacturing of specialty chemicals in the Indian market to ensure uninterrupted supply
- The Indian chemical industry is expected to further grow with a CAGR of 11-12% by 2027, increasing India's share in the global specialty chemicals market to 4% from 3%.
- As per a report of EY, the industry is currently estimated to be worth US\$ 220 billion, with growth of almost 9% per year between 2020 and 2025 to reach US\$ 300 billion by the fiscal year 2025. By FY 2040, the industry is predicted to reach US\$ 1 trillion in value.

Key growth drivers in the end-user industry for specialty chemicals include the following:

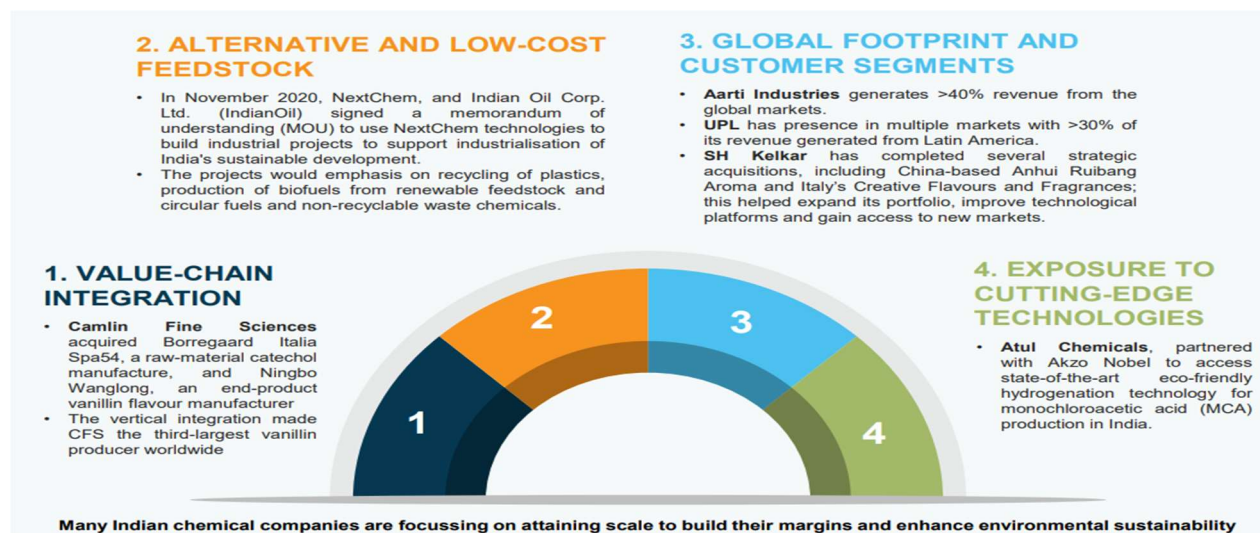
- Paints & coatings: Increase in urbanisation, increase in middle-income households, high replacement demand and increase in per capita income.
- Textile: Increase in Indian export, increase in urbanisation and higher disposal income.
- Construction: Low expenditure on admixtures compared with China and the US.
- Home care: Increased consumption.

Subsegments	User Industries
Paints & Coatings	Construction, Automotive
Special Polymers	Packaging Automotive
Construction Chemicals	Infrastructure, Real Estate
Paper Chemicals	Printing, Packaging
Textile Chemicals	Apparel, Technical Textile
Water Chemicals	Industrial Water, Municipal Water
Cosmetic Chemical	Bath, Shower, Haircare
Flavours & Fragrances	Food Processing, Personal Care
Agro Chemicals	Agriculture, Exports
Home Care Surfactants	Laundry Care, Dishwashing
Colourants	Textile, Exports

Favourable initiatives by government

- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- 100% FDI is allowed in the chemical sector under automatic route with exception to few hazardous chemicals.
- In April 2023, Cabinet approved the National Medical Devices Policy, 2023.
- Industrial licensing is approved in most sectors, except for few hazardous chemicals. The Indian Government supports the industry in research & development, reduced the basic customs duty on several products and offers support through the 'Make in India' campaign.
- Four Petroleum, Chemicals and Petrochemical Investment Regions (PCPIRs) were set up as the investment regions for petroleum, chemicals and petrochemicals along with associated services.
- The Government of India is considering launching a production-linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.

Chemical industry: Exploring new opportunities



Road Ahead

Despite the pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and the trade conflict between the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments.

Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. The dedicated integrated manufacturing hubs under the Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.

To bring about structural changes in the working of the domestic chemical industry, future investments should not only focus on the transportation of fuels such as petrol and diesel but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

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

Construction

Sector Overview

India's construction sector stands as a cornerstone of the nation's economic strategy, pivotal in addressing critical infrastructure needs and providing substantial employment opportunities. Infrastructure construction and real estate assets like offices, retail, housing, and data centres have been the major focus areas for both the government and the private sector. Logistics and warehousing have emerged as critical components within India's construction sector, driven by rapid urbanization and the need for efficient supply chain networks. According to NAREDCO and Knight Frank's Report, India's warehousing market is expected to see potential demand for 159 Mn square feet by 2047, with an annual compound growth rate of 4%. The e-commerce and manufacturing industries fuel this growth by driving investments in logistics parks, industrial corridors, and modern warehousing facilities across the country. India's real estate sector is also set to expand significantly, with projections indicating it could reach \$5.8 Tn by 2047, contributing 15.5% to the total economic output.

In the fiscal year 2024-25, the government has bolstered its capital expenditure by 11.1% to \$133 Bn, equivalent to 3.4% of the GDP. Such investments are poised to catalyze growth within the construction sector, fostering the development of modern infrastructure nationwide.

Furthermore, government initiatives like the Pradhan Mantri Awas Yojana-Urban (PMAY-U) have marked significant progress by sanctioning 1.18 Cr houses, with 86.6 lakh completed and 1.15 Cr grounded for construction as of September 10, 2024. This initiative aims not only to alleviate urban housing shortages but also to enhance living standards across the country.

Sustainable development remains a key focus within India's construction sector, with government entities and private developers increasingly adopting green building practices and energy-efficient technologies. Initiatives like promoting green buildings aim to reduce environmental impact, enhance energy efficiency, and foster sustainable urban development. These practices not only contribute to environmental conservation but also align with global climate goals.

India's construction sector is poised for substantial growth, supported by significant government initiatives, robust investments in logistics and warehousing infrastructure, and a steadfast commitment to sustainable development. The sector's role in enhancing infrastructure, facilitating urbanization, and driving economic growth underscores its critical importance in India's broader economic strategy. The trajectory of India's construction sector reflects its integral role in shaping the country's economic landscape. With ongoing initiatives like PMAY-U, HRIDAY, etc. substantial investment commitments, a focus on sustainability through green building practices, and advancements in logistics and warehousing infrastructure, the sector is not only meeting current infrastructure demands but also setting the stage for long-term economic resilience and sustainable urban development across the nation.

Source: <https://www.investindia.gov.in/sector/construction>

Real Estate

Sector Overview:

Real estate is a crucial sector, playing a significant role in India's infrastructural development landscape. With a **current market size of \$482 Bn** and contributing 7.3% to the total economic output, the real estate sector, encompassing residential, commercial, retail, and industrial properties, is one of the pillars for the development of the country with its strong linkages with allied industries like cement, steel, and building materials. The rapid urban migration, with the anticipation of approximately 590 Mn people (39% of the population) living in urban areas by 2036, would surge the demand for affordable residential properties. The expected upcoming demand could lead to **\$906 Bn** worth of **new homes by 2034**, creating avenues for investment in residential projects. India's emergence as a global IT hub has particularly driven the demand for commercial real estate segments, including office spaces, shopping malls, etc., with the **top 8 cities of India** accounting for **900+ Mn sq. ft. of office stock** and an upswing in demand for office spaces in Tier 2 and Tier 3 cities. The establishment of **Special Economic Zones, Software Technology Parks (STP), and Export-Oriented Units** has significantly supported commercial real estate in the country.

Flexible Foreign Direct Investment (FDI) policies and structured regulatory frameworks, such as the introduction of the **Real Estate (Regulation and Development) Act (RERA) 2016**, have enhanced the transparency and growth prospects in the sector. The sector's evolution, driven by technological advancement and an emphasis on sustainable practices, including the use of eco-friendly building materials for green buildings in real estate projects, creates avenues for the country's long-term growth while catering to the economic progress and demand of the youth population. This shift in the dynamic real estate landscape signals the opportunity for growth and innovation in this sector, thereby enhancing living standards and strengthening the country's market environment.

Source: <https://www.investindia.gov.in/sector/real-estate>

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 “KPL”, “Company” or “we”, “us” or “our” means Kamsons Polymers Limited.

All financial information included herein is based on our “Financial information of the Company” included on page 166 of this Draft Red Herring Prospectus.

We are primarily engaged in the business of manufacturing Water Based Acrylic Emulsions and Water Based Polyurethane Dispersions (PUD) which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather. Over the years we have evolved into manufacturing of a complete range of Water Based Acrylic Emulsions and Water Based PUDs from products ranging from Styrene Co-Polymer Resins (Paint industry) to Acrylic Resins for Adhesives (Paper Industry) and Building Protection Coatings (Construction Chemicals) for diverse base of Indian and global customers. Our recent developments have been Water-based Polyurethane dispersions (PUD's) which are widely used in wall coating and floors for scratch resistance and stability.

Our manufacturing facility is situated at Anandnagar, MIDC Ambarnath, Thane (Maharashtra) spread over 2400 Sq. Mts. with an installed capacity of 16800 MT per annum of Water Based Acrylic Emulsions & 2400 MT Per Annum of Water Based Polyurethane Dispersions (PUDs), where we work with an approach of chemistry combined with technology and systems that lead to product development. Our facility has its own research & Development laboratory, pilot plant and a quality department that adheres to safety standards. We have an equipped laboratory with analysts who enable us to handle complex technical problems relating to the development of products. Our emphasis on R&D enables us to constantly develop quality products, offering technological & economical solutions to customers. We are an “ISO 9001:2015 – Quality Management System” certified company and have received SME 1 rating (highest rating of creditworthiness) from CRISIL for continuous period of 5 years since year 2019. Our company is also a member of “The Plastics Export Promotion Council” (PLEXCONCIL) established under FTP 2009-14 by Department of Commerce and “Federation of Indian Export Organisations” established by Ministry of commerce.

We provide flexible packing options like: 20 kgs Cans, 50 kgs Carboys, 200 kgs Drums (Open Top wide mouth & Narrow mouth), 1000 kgs Intermediate Bulk Container (IBC), Tanker loads, Flexi bags etc. We pack the offered range hygienically, so as to ensure its safety during the transit.

We are a Two Star Export House and are exporting to countries like: Australia, Bangladesh, China, Canada, Colombia, Egypt, Fiji Islands, Indonesia, Malaysia, Mauritius, Nepal, New Zealand, Nigeria, Philippines, Qatar, Singapore, South Africa, Sri Lanka, Thailand, Tanzania, Turkey, USA, Middle East (Israel, Jordan, Saudi Arabia, Qatar, Bahrain, Oman, UAE), Vietnam, etc. We also been awarded certificate of recognition and appreciation from Authorised Economic Operator (AEO) - Indian customs. Our experience and exposure in the chemical industry allow us to deal with various other chemicals used in manufacturing emulsions and dispersions. The table below, demonstrates the percentage of our sales from Water Based Acrylic Emulsions and Water Based Polyurethane Dispersions (PUD) and other chemicals during the last three financial years and stub period ended on September 30, 2024:

(₹ in lakhs)

Product	For the period ended on September 30, 2024		FY 2024		FY 2023		FY 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Acrylic Emulsions	12,342.41	80.21%	20,974.05	75.92%	14,619.10	62.89%	14,805.00	53.98%
PUD	930.75	6.05%	2,382.60	8.62%	1,943.92	8.36%	1,422.74	5.19%

Other chemicals*	2,115.18	13.75%	4,269.49	15.45%	6,683.26	28.75%	11,196.68	40.83%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

*Other chemicals include majorly sales from trading of chemical like: Butyl Acrylate Monomer Methyl, Methacrylate Monomer, Styrene Monomer, Normal Butanol, Cyclohexanone, Vinyl Acetate Monomer which are also used as raw material in our manufacturing operations.

Our Company is led by our Promoter Navin Mehra having an experience of around 28 years in chemical industry. Our operations are further supported by the next generation promoter Kunal Mehra having an experience of around 8 years in chemical industry.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	For the period ended on September 30, 2024*	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations ⁽¹⁾	15,457.01	27,831.33	23,437.49	27,536.44
EBITDA ⁽²⁾	1,624.34	2,890.58	2,316.65	2,236.47
EBITDA Margin ⁽³⁾	10.51%	10.39%	9.88%	8.12%
PAT ⁽⁴⁾	1,352.14	2,386.05	1,725.98	1,744.22
PAT Margin ⁽⁵⁾	8.75%	8.57%	7.36%	6.33%
Net Worth ⁽⁶⁾	9,727.58	8,375.44	5,989.39	4,263.42
RoNW(%) ⁽⁷⁾	13.90%	28.49%	28.82%	40.91%
RoCE (%) ⁽⁸⁾	18.24%	35.64%	35.78%	49.31%

*Not Annualized

Notes:

(9) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements

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

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

(12) 'PAT' is PAT available for owner of the group.

(13) 'PAT Margin' is calculated as PAT available for owner of the group for the period/year divided by revenue from operations.

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

(15) 'Return on Net Worth' is ratio of Profit after Tax and Net Worth.

(16) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

OUR STRENGTHS

Diversified product portfolio catering to customers from varied industries

Our Company offers a varied range of water based acrylic emulsions and water based polyurethane dispersions which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather. The strength in having such a diversified customer base lies in the mitigation of risks associated with overdependence on a single market or industry. This strategic approach enhances the company's adaptability to market fluctuations and economic changes, encouraging a more effective response to dynamic business environments. Over the years we have developed various formulations or compositions of emulsions and dispersions each with unique specifications and applications. Therefore, as of March 31, 2024, both our product category viz: emulsions and dispersions are available in different types of variations or formulations, tailored to customer requirements. In addition, our diversified product portfolio helps counter seasonal trends and addresses different business cycles across industries where our products are used. With our track record and wide product portfolio, we have been able to retain our existing customers and have also been able to attract new customers.

The table below, demonstrates the percentage of our sales to the various end-use industries we cater to:

(₹ in Lakhs)

Industry	For the period ended on September 30, 2024		FY 2024		FY 2023		FY 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Construction Chemicals and Water Proofing	5,361.38	34.84%	8,129.72	29.43%	9,196.27	39.56%	10,673.65	38.92%
Interior and Exterior Paints	3,194.38	20.76%	6,832.00	24.73%	4,405.66	18.95%	3,210.45	11.71%
Chemicals	2,616.90	17.01%	4,547.60	16.46%	0.00	0.00%	0.00	0.00%
Printing Ink Industry	1,307.79	8.50%	2,401.87	8.69%	2,382.29	10.25%	1,827.15	6.66%
Coatings for Plastics, Metals and Wood etc	451.18	2.93%	906.94	3.28%	62.02	0.27%	138.48	0.50%
Textile	190.11	1.24%	316.51	1.15%	297.79	1.28%	205.60	0.75%
Others	2,266.60	14.73%	4,491.50	16.26%	6,902.24	29.69%	11,369.09	41.46%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

Long standing relationships with customers across geographies

Over the years we have established a diversified customer base. The vast experience and rapport of our management with clients play an instrumental role in creating, maintaining and expanding the customer base for our Company. Our reputation of timely delivery and quality of products has helped us retain our clients and is instrumental in expanding our customers across diversified geographies. Our marketing team also plays an important role in the development of new products based on their study and feedback on latest industrial needs.

We have developed long-term relationships with various customers that has helped us expand our product offerings, processes and geographic reach. As of March 31, 2024, our product portfolio was sold to over 57 global customers spread in more than 28 countries and to around 408 domestic customers. Our success lies in the strength of our relationship with our customers who have been associated with our company for a long period of time. The long-term relationships signify a foundation built on trust, reliability, and a consistent track record of delivering significant value. Such associations often translate into repeat business, referrals, and additional opportunities for growth and collaboration. As we have secured orders from our renowned customers in the past, and have been able to deliver successfully on these mandates, we believe that we are well positioned to capitalize on this opportunity and to take advantage of future orders placed by them. During the last 5 years we have received repeat orders from about 100 number of customers. During the stub period ended on September 30, 2024 and Fiscal 2024, we sold our products to 371 and 465 number of customers respectively.

During the stub period ended on September 30, 2024 and Fiscal 2024, our largest customer contributed approximately 11.26% and 12.78% of our revenue from operations. For the period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 customers contributed approximately 55.14%, 62.13%, 57.05% and 58.21% of our revenue from operations respectively. Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale. These enduring customer relationships also have helped us expand our product offerings and geographic reach. During the period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 74.18%, 70.31%, 70.69% and 71.37% of our revenue from operations in India and 25.82%, 29.69%, 29.31% and 28.63% of our revenue from operations from export sales. The Geographical breakup of our revenue from operations during the stub period ended on September 30, 2024 and last 3 financial years is tabulated below:

(₹ in Lakhs)

Activity	For the period ended on September 30, 2024	FY 2024	FY 2023	FY 2022
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	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue
Domestic Sales	11,414.80	74.18%	19,424.15	70.31%	16,431.77	70.69%	19,571.85	71.37%
Export Sales	3,973.54	25.82%	8,201.99	29.69%	6,814.51	29.31%	7,852.57	28.63%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

In-house manufacturing facility with equipped machines and processes and research and development

Our focus on product and process innovation through continuous R&D has been instrumental in the growth of our business and improved our ability to customize products for our customers with various formulations and compositions. Our R&D is focused on enabling us to perform multi-step synthesis as well as developing in-house processes and identifying complex chemistries. We have a dedicated in-house R&D facility which is equipped with laboratories engaged in development and innovation of catalytic process, new chemical screening and engineering, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product. The manufacturing of our products involves high temperature and pressure reactions, reflecting our ability to handle chemical reactions. Our manufacturing facilities employ manufacturing processes such as Polymerization, Emulsification, Neutralization, Solvent Removal etc which enables us to cater to advanced requirements of a wider range of end-products and applications. We sometimes outsource the production of acrylic emulsion which typically engages an arrangement, where a third-party manufacturer handles the actual production process and we supply certain required raw materials. By leveraging their expertise and resources, we are able to produce emulsions that meet the unique needs of our customers while maintaining demand along with quality standards. Thus leading to overall production efficiency.

Our facility has its own research & Development laboratory, pilot plant and a quality department that adheres to safety standards. Our manufacturing facility is equipped with machines like: Digital PH Meter, Hot Air Oven, Brookfield Viscometer, Bar coater, Cross Hatch Cutter, Weighing scale etc. PH Meter, Magnetic Stirrer with Heating, etc. Thus, with our evolving manufacturing facility we have been able to expand our revenue from manufacturing activities. Our revenue from manufacturing and trading activities are set out as under:

(₹ in Lakhs)

Activity	For the period ended on September 30, 2024		FY 2024		FY 2023		FY 2022	
	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue	₹ in lakhs	% of total revenue
Manufacturing	13,273.16	86.25%	23,356.65	84.55%	16,563.02	71.25%	16,227.74	59.17%
Trading	2,115.18	13.75%	4,269.49	15.45%	6,683.26	28.75%	11,196.68	40.83%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

Focus on Quality, Environment, Health and Safety

Our business is focused on emphasizing on quality, environment, health and safety. We believe that maintaining a high standard of quality for our products is critical to our continued growth. Across our manufacturing facilities, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality. We are accredited with quality certifications like: ISO 9001:2015 for Quality Management System. We have taken membership of Mumbai Waste Management Limited (MWML) for solid Waste Disposal Facility. We adhere to quality standards as prescribed by our customers to meet the desired requirement; hence we get repetitive orders from our customers. Many of our key customers have previously audited our facilities and manufacturing processes. This validation helps ensure that we consistently meet quality standards, providing our customers with confidence and reliability of our operations.

In addition, our facility is a zero liquid discharge facility with an efficient effluent treatment system. We have also installed Evaporator & Reverse Osmosis (RO) system in our ETP Plant. Condensers are used in our reaction process which are heat exchangers that recover the waste heat from the manufacturing process and help in reducing our carbon footprint and our energy consumption. We work to ensure a safe and healthy workplace and therefore, we have installed comprehensive safety equipment

including Fire Hydrants, Fire alarm system, Fire extinguishers, PPE, Smoke detectors etc. Our installed equipment and systems allows us to control our safety systems and processes. Also, we regularly conduct mock drills to ensure that employees stay informed and prepared.

Stable and consistent financial performance

We believe that our focus on operational and functional excellence has contributed to our track record of healthy financial performance. For the stub period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023, and Fiscal 2022, based on our Restated Financial Statements:

- Our total revenue from operations were ₹ 15,457.01 lakhs, ₹ 27,831.33 lakhs, ₹ 23,437.49 lakhs, and ₹ 27,536.44 lakhs respectively.
- Our EBITDA was ₹ 1,624.34 lakhs, ₹ 2,890.58 lakhs, ₹ 2,316.65 lakhs, and ₹ 2,236.47 lakhs, respectively.
- Our profit after tax was ₹ 1,352.14 lakhs, ₹ 2,386.34 lakhs, ₹ 1,725.98 lakhs, and ₹ 1,744.22 lakhs, respectively.
- Total debt to equity ratio of 0.05 times, 0.11 times, 0.11 times and 0.16 times.
- Return on Networth was 13.90%, 28.49%, 28.82% and 40.91% respectively

We believe that our strong financial performance reflects the efficacy of the manufacturing and supply-chain management protocols that we have implemented. Our positive operating cash flows enable us to meet the present and future needs of our customers and develop new value-added products.

Experienced Promoters and Management with extensive domain knowledge

We have an experienced and qualified management team led by our Promoter and Managing Director, Navin R Mehra who holds the degree of bachelor of Engineering with overall work experience of around 28 years in the Chemical industry, our Promoter and Whole Time Director, Kunal Mehra who completed post graduate programme in Family Managed Business and has an overall work experience of around 8 Years in Chemical industry. Our experienced promoter and management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations, and proactively manage changes in market conditions. Their advisory services and inputs are a value addition to our performance, compliance and overall operations. They are instrumental in establishing and maintaining relationships with our customers. We further believe that our qualified management and employee base have enabled us to extend our operating capabilities, improve the technical quality of our products and facilitate our growth in the industry.

OUR BUSINESS STRATEGIES

Expand our manufacturing capacities

Our Company has its existing manufacturing facility at Ambarnath, Maharashtra. While we have been delivering our products to all parts of India, we intend to increase our production capacities and broaden our manufacturing operations. For the last three financial years our capacity for water based acrylic emulsions is utilized to the extent of 78.63%, 87.97% and 85.14% respectively. We intend install additional plant and machinery like: Reactor, Condenser, Boiler, Storage tank, Emulsion Tank, etc at our existing manufacturing facility which will increase our existing capacity. This will help us to improve our cost efficiency, reduce dependency on third party suppliers and provide better control on production time in the manufacturing operations. Expanding our capacity will enable us, to larger capture market share by catering to the growing needs for Acrylic and Dispersion in chemical industry. We plan to purchase these machineries from the Net Proceeds of the issue. For details, also see “*Objects of the Offer*” on page 75. We will continue to pursue such opportunities where we believe they will add value to our business, our stakeholders and our customers.

Continue to reduce operating costs and improve operational efficiencies

We intend to focus on keeping our operating costs low, which we believe is critical for remaining profitable. We intend to continue enhancing our operational efficiencies, to increase economies of scale, better absorb our fixed costs, reduce our other operating costs and strengthen our competitive position. We would focus on improving capacity utilization at our production facilities, through increase in our overall production volumes. We will continue to seek to manage our supply chain costs through optimal inventory levels, economic orders and other measures. Economies of scale will also enable us to continuously improve our operational efficiencies. We believe our focus on developing cost-reduction strategies and

implementing more sustainable methods in our operations will enable us to reduce our costs. We believe that our investments in strengthening our team and upgrading our systems and processes will enable us to achieve our growth objectives while improving our profitability and attain operational efficiencies

Continue to expand our customer base in India and in international markets

As of March 31, 2024, our product portfolio was sold to over 57 global customers spread in more than 28 countries and to around 409 domestic customers. We believe that the long-standing relationships that we have enjoyed with our customers over the years has helped us grow. In addition, we have sales and marketing team and business development team that is dedicated to taking new orders, quoting rates and aids in understanding the requirements of our customers. We intend to focus on increasing our wallet share with existing customers. We have built long-standing relationship with our customers through various strategic endeavours, which we intend to leverage by selling baskets of products to the same customers. In addition, we intend to continue to leverage our existing sales and marketing network and diversified product portfolio.

Increasing focus on R&D

We have a dedicated focus on developing products, customized to the specific needs of our customers, which has been demonstrated by our long-term customer relationships. Presently, our R&D processes focus on manufacturing varied specifications suited for our end-use industries.

We believe our strategic focus on R&D has been critical to our success and is a differentiating factor in us becoming one of the key suppliers of our products. Accordingly, we intend to continue to focus on R&D and undertake product development to enable us to introduce new products, increase our productivity and operating efficiency, deepen penetration in existing markets and serve as the cornerstone to our success in new markets. We intend to diversify our existing product portfolio by adding new product which are synergistic with our existing products.

Our Product Portfolio

Over the years we have developed various formulations or compositions of emulsions and dispersions each with unique specifications and applications. Therefore, as of March 31, 2024, both our product category viz: emulsions and dispersions are available in different types of variations or formulations, tailored to customer requirements. Details of the major product categories of our company are tabulated below:

Water Based Acrylic Emulsions

Sr. No	Product Category	Industry	Recommended Application	Product Description
1	Texture Coatings & Roof Painting Compounds	Paints & Coatings	Texture & Paint Coating	Durability, Adhesion, Gloss and water Resistance, Designed for Texture coatings, Marble Finishes, Masonry coatings and as a co-binder in Elastomeric wall coatings. Also used as General Purpose Concrete Admixture and Interior and Exterior Paints, Textured Coatings
2	Elastomeric & Waterproofing Coatings	Construction Chemicals & Waterproofing Solutions	Architectural Exterior Application	Provides coatings with a good balance of elongation, tensile strength and also for elastomeric masonry applications. Also used for Manufacturing of Flooring Adhesive and pressure sensitive dispersion, flexible coatings
3	Concrete Modifications & Admixtures	Construction Chemicals & Waterproofing Solutions	General Purpose Concrete Admixture and Mortar Applications	It is a surfactant stabilized colloid free emulsion that has pigment loading characteristics, alkali resistance, and good binding capacity to hold texture aggregates.
4	Self-Priming Direct to	Construction Chemicals & Waterproofing Solutions	Used for topcoat application over	Durable and suitable for medium trafficable driveways, pathways, car parks and garage

	Concrete Coatings		epoxy coatings on concrete substrates,	floors. Used in Manufacturing of water based gloss enamels, applicable on wide variety of substrates eg. Metals, Concrete, Masonry, Glass, Wood etc
5	Fast Cure	Paints & Coatings	Texture and roofing painting	Used for fast drying flexible coating, water based sealants and road marking paints and for fast drying paints and coating, road marking paints
6	Graphic Arts, Overprint Varnish & Inks	Printing Inks	Paper and Corrugated Inks	Optical Clarity and Gloss Fast Dry. Good Heat Resistance. Used for Overprints Varnishes, Flexographic and Gravure Inks on Paper and Paper Board to Enhance Gloss, Clarity.
7	Timber Coatings	Paints & Coatings	Wood Coating	Nano Particle Size Pure Acrylic Emulsion
8	Advanced Speciality Architectural Coatings	Paints & Coatings	Exterior & Interior Paints	Used for High Gloss to Matt Indoor and Outdoor coatings for Application on Plaster Masonry, Asbestos Cement, Concrete Wood and other Substrates and also as a Impregnating Agent, Primer, Binder for Textured Finishes
9	Self-Crosslinking Coatings	Paints & Coatings	Coating for Wood, Wall, Roofs and Facades	High Gloss Enamels.

Water-based Polyurethane Dispersions

Sr. No	Product Category	Industry	Recommended Application	Product Description
1	Elastomeric Aliphatic Polyurethane Dispersions	Paints & Coatings	High Solid Solvent free Elastomeric Paints and Coatings on Flexible Substances such as Concrete, Wood etc. Comfortable with Acrylic Emulsion.	Leather and Latex Glove Coatings. Concrete, Wood, etc. Flexibilising Resin for Acrylic Emulsions.
2	Aliphatic Solvent-Free Polyurethane Dispersions	Printing Inks	Primer Coating for various Plastic Substrates (eg: PVDC, PVC, PP etc incl Food Packaging)	Used in a various substrate esp. Plastics.
3	Polycarbonate Aliphatic Hybrid Self-Crosslinking Polyurethane Dispersions	Printing Inks	1 k system for clear direct to Concrete Coatings. Superior hot tyre resistance. Excellent Water, Alkali and UV resistance. Good imprint resistance. Also for high build clear films on Pebbled Concrete Driveways & Warehouses.	Low VOC PU dispersion, Good Hardness and clarity.
4	Aliphatic Hybrid Polyurethane Dispersions	Paints & Coatings	Concrete coatings, Good hot tyre resistance. Excellent Water, Alkali and UV resistance. Industrial Wood Coatings, good imprint resistance.	Aliphatic Hybrid, Cost effective, Low VOC, Flexibility & tough dispersion. High tensile.
5	Other Specialty Polyurethane Dispersions	Plastic, Wood Coating	Parquet flooring. Hard, tough with a good degree of flexibility. Excellent Alcohol and Saponification resistance	Outstanding abrasion and chemical resistance. Early water resistance & hardness development.

OUR MANUFACTURING FACILITY

OUR FACTORY



MANUFACTURING PLANT

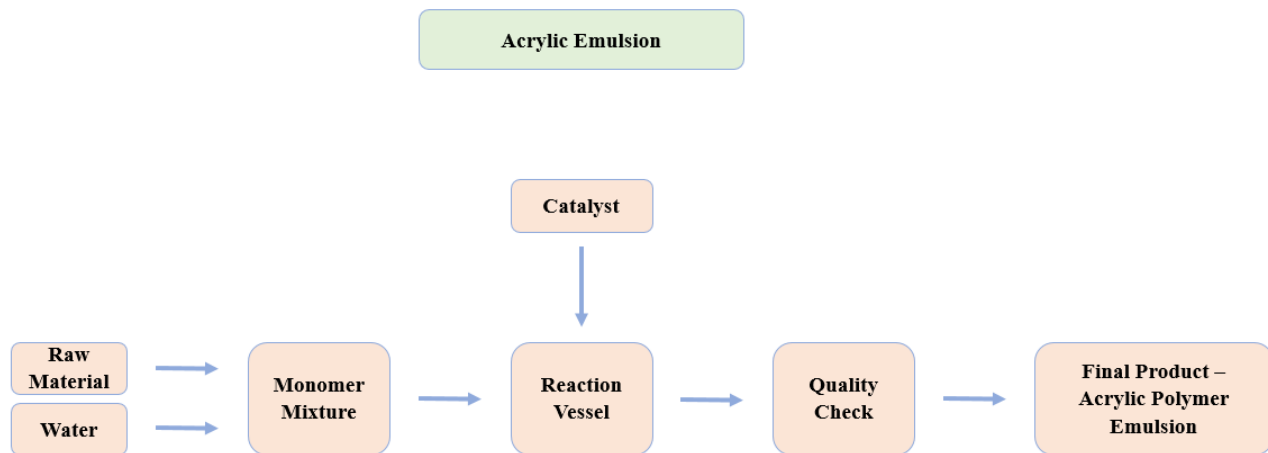




MANUFACTURING PROCESSES

1. ACRYLIC EMULSION

The manufacturing process of water-based acrylic polymer emulsion involves several key steps, typically including:



i. **Monomer Mixture:**

The raw materials like: Butyl Acrylate, Styrene Monomer, Methyl Methacrylate Monomer, Acrylamide, etc. along with water constitute monomer mixture which is then added to the reaction vessel at a fixed rate by means of a rotameter to control the flow rate. The choice of raw materials, including the monomers and emulsifiers, is critical as it determines the final properties of the product—such as flexibility, viscosity, adhesion, and durability. The specific combination and ratio of these monomers are tailored to meet the desired performance characteristics, ensuring the emulsion is optimized for its intended application, whether in coatings, adhesives, or other formulations.

ii. **Reaction Vessel:** The **reaction vessel** plays a vital role in maintaining optimal conditions for the reaction, such as temperature, pressure, and agitation. It is designed to provide uniform mixing of the monomers, water, and catalyst, ensuring a consistent emulsion. It involves following processes:

- a. The monomer mixture prepared is then sent to reaction vessel with the use rotameter as it controls and monitors the flow of various materials during the process, such as water, monomers, initiators, or other additives.

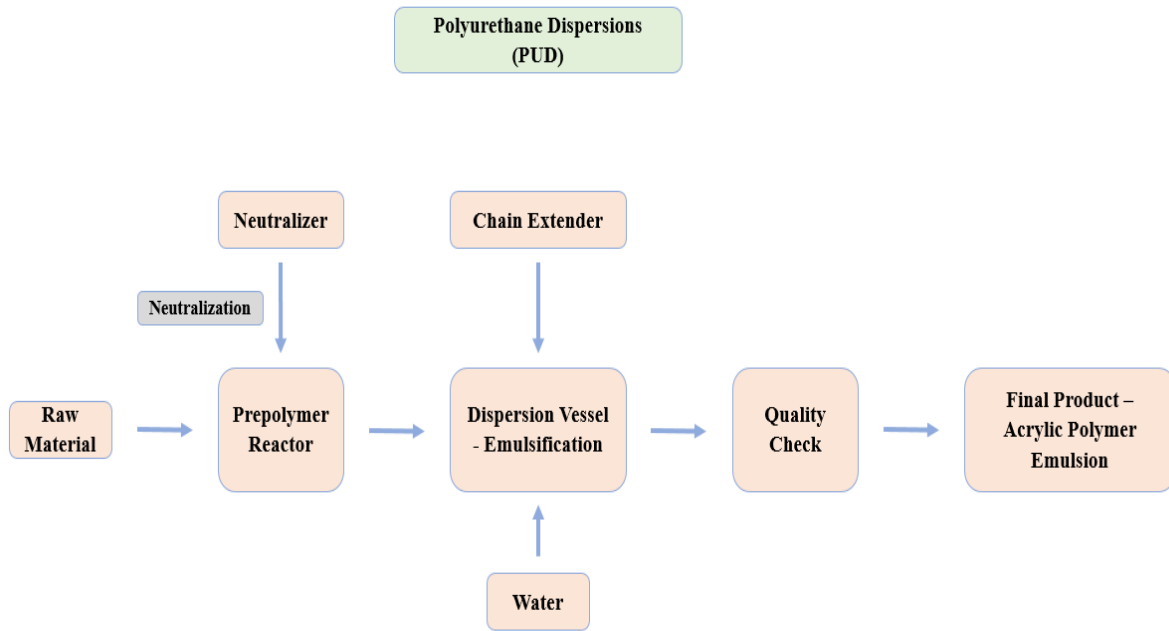
- b. To ensure proper polymerization of the raw materials, a catalyst—typically either **potassium persulfate** or **ammonium persulfate**—is added to the reactor vessel along with water. The catalyst initiates the polymerization reaction, helping to control the reaction rate and ensuring the desired conversion of monomers into the final polymer product.
- c. **Emulsion Polymerization:** This is the core process where the monomers are polymerized in an aqueous medium to form polymer particles suspended in water. The emulsion polymerization process typically includes the following steps:
 - (i) **Initiation:** Initiators, such as persulfates or azo compounds, are added to the reaction vessel to start the polymerization process. These initiators generate free radicals that initiate the polymerization of the monomers
 - (ii) **Propagation:** Monomers react with the free radicals to form polymer chains. This step continues until termination occurs or until termination agents/chaser catalyst are added to halt the reaction.
 - (iii) **Stabilization:** Surfactants or emulsifiers are added to the reaction mixture to stabilize the resulting polymer particles and prevent them from coalescing. Stabilization is crucial for maintaining the colloidal stability of the emulsion.
 - (iv) **Temperature and pH Control:** The polymerization reaction is typically carried out under controlled temperature and pH conditions to optimize the formation of polymer particles with desired properties.
 - (v) **Monomer Feed:** Monomers are gradually fed into the reaction vessel to maintain a controlled rate of polymerization and particle growth.

When the Polymerization reaction is over; it is then diluted with water and Emulsifier, then cooled with water running through the jacket of the reaction vessel & finally filtered through the cloth.

- iii. **Post-Polymerization Processing:** After the polymerization is complete, the resulting product may undergo various post-polymerization processing steps, including:
 - a. **Adjustment of Solids Content:** The solids content of the latex may be adjusted to achieve the desired viscosity and solids-to-water ratio.
 - b. **Addition of Additives:** Various additives such as thickeners, defoamers, preservatives, and pigments may be added to modify the properties of the latex for specific applications.
- iv. **Quality Control:** The final product is subjected to quality control tests (in the Laboratory for each batch manufactured) to ensure that it meets the desired specifications for particle size, stability, viscosity, PH check, glossy check and other properties.
- v. **Removal and Packaging of final product:** After the quality of the final product has been satisfied in the Lab, latex is removed from the reaction vessel, it's sent for packaging.
- vi. **Cleaning of the Reaction Vessel:** The reactor vessel is then cleaned using water to prepare it for the next batch.
- vii. **Water Treatment at ETP/ZLD Facility:** The water used for cleaning the reaction vessel is sent to an Effluent Treatment Plant (ETP) or Zero Liquid Discharge (ZLD) facility. These facilities aim to treat wastewater and minimize environmental impact. It involves following process:
 - a. **Separation of Water and Sludge:** At the ETP/ZLD facility, the wastewater undergoes treatment where water is separated from the sludge.
 - b. **RO Plant for Water Reuse:** The separated water is then sent to a Reverse Osmosis (RO) plant for further purification. This process ensures that the water is clean and can be reused in the system, reducing the need for fresh water and minimizing waste.
 - c. **Sludge Disposal:** The sludge, which contains concentrated waste materials, is then disposed of through the Mumbai Waste Management System for proper handling and disposal.
- viii. **Packaging and Distribution:** Once the final product has been manufactured and quality control checks have been completed, it is packaged into containers, such as drums, Carboys, Cans, Intermediate Bulk Container (IBC) or totes, and distributed to customers for use in various applications, such as paints, adhesives, coatings, water proofing, printing ink etc

2. POLYURETHANE DISPERSIONS (PUD)

The manufacturing process of water-based polyurethane dispersion involves several key steps, typically including:



- i. **Prepolymer Reactor:** Several raw materials are mixed depending upon the type of final product required. Water-based polyurethane dispersions are usually prepared by reacting polyols with diisocyanates to form a prepolymer. The polyols used can vary widely and may include polyester, polyether, or polycarbonate polyols. Diisocyanates commonly used include toluene diisocyanate (TDI) and hexamethylene diisocyanate (HDI).
- ii. **Neutralization:** If the polyurethane dispersion is intended for use in applications where pH control is important, such as coatings or adhesives, it may be necessary to neutralize any residual acidity or basicity in the dispersion. This is typically achieved by adding small amounts of acids or bases to adjust the pH to the desired level.
- iii. **Emulsification:** The prepolymer is then emulsified in water to form small droplets dispersed in the aqueous phase. Emulsification is typically achieved using high shear mixing equipment such as colloid mills or high-pressure homogenizers. Emulsifiers or surfactants are often added to stabilize the dispersion and prevent coalescence of the polyurethane droplets.
- iv. **Chain Extension:** This step can improve the mechanical properties and stability of the dispersion. Chain extenders, such as diamines or diols, may be added to the emulsion to react with the remaining isocyanate groups on the prepolymer chains, leading to chain extension and the formation of urethane linkages.
- v. **Post-Reaction Processing:** After emulsification and any additional reactions, the polyurethane dispersion may undergo further processing steps, including:
 - a. **Solvent Removal:** If solvent-based polyurethane prepolymers were used in the synthesis, any residual solvent may need to be removed through processes such as vacuum stripping or evaporation.
 - b. **Addition of Additives:** Various additives such as thickeners, defoamers, crosslinkers, and pigments may be added to modify the properties of the dispersion for specific applications.
- vi. **Quality Control:** The final product is subjected to quality control tests (in the Laboratory for each batch manufactured) to ensure that it meets the desired specifications for particle size, stability, viscosity, PH check, glossy check and other properties.

- vii. **Removal and Packaging of Final Product:** After the quality of the final product has been satisfied in the Lab, it is removed from the reaction vessel and sent for packaging.
- viii. **Cleaning of the Reaction Vessel:** The reactor vessel is then cleaned using water to prepare it for the next batch.
- ix. **Water Treatment at ETP/ZLD Facility:** The water used for cleaning the reaction vessel is sent to an Effluent Treatment Plant (ETP) or Zero Liquid Discharge (ZLD) facility. These facilities aim to treat wastewater and minimize environmental impact. It involves following process:
- Separation of Water and Sludge:** At the ETP/ZLD facility, the wastewater undergoes treatment where water is separated from the sludge.
 - RO Plant for Water Reuse:** The separated water is then sent to a Reverse Osmosis (RO) plant for further purification. This process ensures that the water is clean and can be reused in the system, reducing the need for fresh water and minimizing waste.
 - Sludge Disposal:** The sludge, which contains concentrated waste materials, is then disposed of through the Mumbai Waste Management System for proper handling and disposal.
- ix. **Packaging and Distribution:** Once the final product has been manufactured and quality control checks have been completed, it is packaged into containers, such as drums, Carboys, Cans, Intermediate Bulk Container (IBC) or totes, and distributed to customers for use in various applications, such as paints, adhesives, coatings, water proofing, printing ink etc

INFRASTRUCTURE FACILITIES

Availability of Raw Material

The raw materials we use in our manufacturing process are primarily sourced from third party suppliers in India and are also imported from USA, Hong Kong, Thailand, UAE, Singapore, South Korea, Canada and China. Our raw materials include Butyl Acrylate Monomer, Styrene Monomer, Methyl Methacrylate Monomer, RMMA Monomer, Soluryl 90, Ammonia Solution, Igesol AS 25, Acrylic Acid, Acrylamide Powder, Acrylamide Liquid, Metha Acrylic Acid, Ethyl Acrylate Monomer, Vinyl Acetate Monomer, Potassium Persulfate, Ammonia Persulfate etc. Our imported purchases account for 26.21%, 26.45 %, 45.01 % and 55.50 % of our total purchases for the stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022.

Details of our domestic and international purchases are as under:

(₹ in Lakhs)

Activity	For the period ended on September 30, 2024		FY 2024		FY 2023		FY 2022	
	Amount	% of total purchases	Amount	% of total purchases	Amount	% of total purchases	Amount	% of total purchases
Domestic Purchase	8,910.12	73.79%	17,271.86	73.55%	10,283.99	54.99%	9,942.07	44.50%
Imports	3,164.81	26.21%	6,210.28	26.45%	8,417.89	45.01%	12,398.81	55.50%
Total	12,074.93	100.00%	23,482.15	100.00%	18,701.88	100.00%	22,340.88	100.00%

Power and fuel - The requirement of power in our manufacturing facility is met through Maharashtra State Electricity Distribution Co. Ltd and Adani Electricity. We use diesel generators to meet exigencies to ensure that our facilities are operational during power failures. We also have gas & fuel connections for our factories which are met by Mahanagar Gas Ltd.

Water - Our current water consumption at our manufacturing facility is are sourced from Maharashtra Industrial Development Corporation.

Collaborations/ Tie Ups/ Joint Ventures

Except as disclosed in this Draft Red Herring Prospectus and normal course of business, we do not have any collaborations/ Ties Ups/Joints Ventures as on date.

Capacity and Capacity Utilization

Below are the details of the installed and the utilized capacity of our company:

Particulars	2023-24	2022-23	2021-22
	Qty in MT	Qty in MT	Qty in MT
Water Based Acrylic Emulsion			
Installed Annual Capacity	16800 MT	16800 MT	16200 MT
Actual Annual Production	13210 MT	14779 MT	13793 MT
Capacity Utilization	78.63%	87.97%	85.14%
Water Based Polyurethane Dispersions (PUD)			
Installed Annual Capacity	2400 MT	2400 MT	1800 MT
Actual Annual Production	685 MT	840 MT	907 MT
Capacity Utilization	28.54%	35.00%	50.39%

**The information related to the Capacity installed and capacity utilization is based on the certificate received from Subhabrata Dutta, Chartered Engineers (AM/ 83489/3) vide their certificate dated November 30, 2024.*

Plant & Machinery

The major plant & machinery installed at our factory are: S.S. Reactor with M.S. Jacket on load cell (column and condenser), S.S. Reactor with M.S. Jacket with VFD (column and condenser), S.S. Mixing Vessel on load cell connected (with motor and gear box), Catalyst Tank on weighing cell, Electric Motor With VFD, Horizontal Air Receiver, Goods Lift Gr+2, Battery Operated Stacker, Diesel Forklift Truck, B.A. Storage Tank, M.M.A. Storage Tank, Styrene Storage Tank, Water Pumps, Storage Water Tank (plastic tank and underground), Cooling Tower for Plant, Cooling Tower for Vacuum, Steam Boiler, Steam Boiler Non IBR PNG, Boiler chimney, D.G. Set, Temperature Indicator connected with all reactor, Water sharpener of boiler, Electronic Weighing Scale, Air Compressor, Scrubber, Scissor Lift, Lab Exhaust Blower (Fume Hood), Effluent Treatment Plant, 25 KLD ETP Primary Treatment System, Filter Press, Sludge Dewatering machine, Evaporator, Ro Plant, Water Chiller, Inlet & Outlet pump, Effluent pump, High Pressure Water Jet Pump, MS Square Tank.

Some of our Lab equipment for R&D facility includes: Digital PH Meter, Hot Air Oven, Brookfield Viscometer, Bar coater, Cross Hatch Cutter, Weighing Balance, Stirring Motor, Heating Mantle, Water Bath, Applicator -150 Micron, Hot Plate, COD Digester, BOD – Incubator, Hydrometer

Sales and Marketing

Our products primarily cater to the business-to-business segment. We maintain direct contact with majority of our customers which allows us to understand the technical needs and specifications of our customers. As a B2B manufacturer, our channels of marketing are such that we need to reach and target our clients of various industries to offer our diversified products. Physical access to B2B decision makers is always difficult and restricted; hence the first step is to connect with them digitally. Our team is responsible for the marketing of our products, negotiating prices, procuring repeat orders and ensuring timely dispatch and deliveries. Our sales team has built long-term relationships with a number of our customers. Our company is a Two Star Export House and is a member of “The Plastics Export Promotion Council” (PLEXCONCIL); “Federation of Indian Export Organisations” and “Authorized Economic Operator”.

Competition

Our competition varies by market, geographic areas and type of product. As a result, to remain competitive in our markets, we must continuously strive to reduce our costs of production, transportation and distribution and improve our operating efficiencies. There are various large and small manufactures that develop similar products that we sell. These players in the industry may have greater financial resources, technology, greater market penetration and operations in diversified geographies and product portfolios, which may allow them to better respond to market and technological trends. Some of the companies in organised and unorganised structure that manufacture products similar to ours are: Asian Paints Limited, BASF India Limited, Pidilite Industries Limited, Aarti Industries Limited, Apotecx Industries, Jesons Industries, Nikhil Adhesives, Ambani Orgochem Limited, Rossari Biotech Limited etc.

Human Resource:

We have in our team qualified, technical, skilled and unskilled personnel who are abreast with our manufacturing activities. They are committed & dedicated to maintain the specified standard, quality & safety of our products. As on September 30, 2024 we have deployed 69 permanent employees.

Insurance



Operating our business involves many risks, which, if not insured, could adversely affect our business and results of operations. We maintain insurance coverage that we consider customary in the industry against certain of the operating risks. Our insurance policies include vehicle insurance, Burglary Floater Policy for our factory, Marine Open Policy for transportation of goods, Oriental Bharat Sookshma Udyam Suraksha Policy, Product Indemnity Insurance and Burglary Standard Policy. We believe that our current level of insurance is adequate for our business and consistent with industry practice, and we have not historically experienced a loss in excess of our policy limits. We may not be able to obtain insurance coverage in the future to cover all risks inherent in our business, or insurance, if available, may be at rates that we do not consider to be commercially reasonable. For further details, kindly refer the section on **“Risk Factors”** beginning on page 27 of this Draft Red Herring Prospectus. Our insurance coverage may not adequately protect us against all material hazards, which may affect our business, results of operations and financial condition.

Immovable Properties

Details of our immovable property are as per below:

Sr. No.	Particulars	Use	Status (Owned/ rented)
1.	Plot no. K – 30/7, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506	Factory	Owned
2.	Embassy Chamber, Suite 1003, 10 th Floor, 3 rd Road, Khar (West), Mumbai, Maharashtra – 400052	Registered Office	Rented
3.	Embassy Chamber, Suite 1002, 10 th Floor, 3 rd Road, Khar (West), Mumbai, Maharashtra – 400052	Office	Rented
4.	Plot No. K – 30/8, Additional Ambernath, Anand Nagar MIDC, Ambernath (East), Dit. Thane, Maharashtra – 421 506	Packaging and Warehouse	Leased
5.	14-B, Bandra Gulab CHSL, Carter Road, Bandra (West), Mumbai, Maharashtra – 400 050	Guest House	Rented

Details of Intellectual property

Sr. No.	Name Applied	Class	Nature of Trademark/ Copyright	Owner	Application Number and Date	Status
1	Trademark Device	1		Kamsons Polymers Pvt. Ltd	Application No. 6612296 Dated: September 06, 2024	Formalities Chk Pass
2	Trademark Device	1	 KAMICRYL	Kamsons Polymers Pvt. Ltd	Application No. 1991474 Dated: July 09, 2010	Registered
3	Wordmark	1	KAMSONS	Kamsons Polymers Pvt. Ltd	Application no 5777650 Dated: January 24, 2023	Accepted
4	Wordmark	1	KAMTHANE	Kamsons Polymers Pvt. Ltd	Application no 5553434 Dated: August 01, 2022	Opposed

KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 236 of this of Draft Red Herring Prospectus –

INDUSTRY SPECIFIC REGULATIONS

BUREAU OF INDIAN STANDARDS ACT, 2016

Bureau, processes, systems and services, and formatters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as maybe prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards (“BIS”) for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

THE FACTORIES ACT

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

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

PETROLEUM ACT, 1934

The Act consolidates and amend the law relating to the import, transport, storage, production, refining and blending of petroleum. The petroleum may be any liquid hydrocarbon or mixture of hydrocarbons, and inflammable mixture containing any hydrocarbon, and includes natural gas and refinery gas. The Ministry of Commerce and Industry issues the PESO license (Petroleum and Explosives Safety Organization) for various purposes and one such purpose is the licence to import and store otherwise than in bulk petroleum Class A to quantities exceeding 300 litres or petroleum Class B in quantities exceeding 25,000 litres or petroleum Class C in quantities exceeding 45,000 litres or petroleum Class A together with any other class of petroleum in quantities exceeding 300 litres in all. This grant of license is mentioned in form 26 of the application. The license is renewable without any concession in fee for ten years in the absence of contravention of nay provisions of the petroleum act, 1934 or the rules framed thereunder.

DUTY DRAWBACK SCHEME, 2020

The Duty Drawback Scheme is an option available to exporters. Under this scheme, an exporter of goods is entitled to a refund of the excise duty and integrated goods and services tax paid by him on the inputs used in the products exported by him. It

neutralizes the duty impact on the goods exported by giving a relief on customs and central excise duties suffered on the inputs used in the manufacture of export product. The Customs and Central Excise Duties Drawback Rules, 2017, as amended have also been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under the Duty Drawback Scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of Duty Drawback Scheme.

THE INDUSTRIES (DEVELOPMENT AND REGULATION) ACT, 1951 (“I (D&R) ACT”)

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

THE CHEMICAL ACCIDENTS (EMERGENCY PLANNING, PREPAREDNESS AND RESPONSE) RULES, 1996 (“CHEMICAL ACCIDENTS RULES”)

The Chemical Accidents Rules, formulated pursuant to the provisions of the EPA, seek to manage the occurrence of chemical accidents, by inter alia, setting up a central crisis group and a crisis alert system. The functions of the central crisis group inter alia include, (i) conducting post-accident analysis of major chemical accidents; (ii) rendering infrastructural help in the event of a chemical accident; and (iii) review district off site emergency plans.

THE MANUFACTURE, STORAGE AND IMPORT OF HAZARDOUS CHEMICAL RULES, 1989 (“HCR RULES”)

The HCR Rules are formulated under the EPA. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and has to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipeline, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

INDIAN BOILER ACT, 1923 AND INDIAN BOILER REGULATIONS, 1950

Under Indian Boilers Act, 1923 Indian Boilers Regulation, 1950 has been framed. This Regulation deals with the materials, procedure & inspection techniques to be adopted for the manufacture of boilers & boiler mountings & fittings. The boiler is inspected by the Inspectorate as per the procedure laid under Indian Boiler Regulations, 1950 and if found satisfactory, a Certificate is issued for operation for a maximum period of 12 months. The Boilers are also casually visited by the Inspectorate from time to time to check the validity of their certificates, safe and efficient operation. The show cause notice is issued to the boiler owner whose boiler is found working without a valid certificate and given a specified time to comply with.

THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 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 fifty crore and turnover does not exceed two hundred and fifty crore rupees.

THE PUBLIC LIABILITY INSURANCE ACT, 1991

The Public Liability Insurance Act (“PIL Act”) was constituted to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PIL Act provides for the owner before handling hazardous substances to take insurance cover for protection against claims made by third parties for damages with respect to handling of hazardous substances. Under the PIL Act, the victims exposed to hazardous substances may file claims before the Collector within 5 years of the accident. The Collector, shall, after giving notice of the application to the owner and after giving the parties an opportunity of being heard, hold an inquiry into the claim or, each of the claims, and may make an award determining the amount of relief which appears to him to be just and specifying the person or persons to whom such amount of relief shall be paid. The PIL Act also provides for the establishment of Environmental Relief Fund to be utilized for payment of reliefs under the award.

THE LEGAL METROLOGY ACT, 2009

The Legal Metrology Act, 2009 (“Legal Metrology Act”) came into force on March 1, 2011. The Legal Metrology Act provides that the units of weights and measures must be in accordance with the metric system based on the international system of units, and prohibits quotations made otherwise. The Legal Metrology (General) Rules, 2011, which came into force on April 1, 2011, also provide the detailed specifications of standard weights and measures and the standard equipment. The Legal Metrology Act regulates the trade and commerce in weights and measures, and provides for the appointment of a director, controller and other legal metrology officers, and empowers them to undertake inspection or forfeiture to ensure compliance with its provisions. The Legal Metrology Act provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards of weights and measures. The Legal Metrology Act allows companies to nominate a person who will be held responsible for the breach of provisions of this legislation.

STATIC AND MOBILE PRESSURE VESSEL (UNFIRED) RULES 2016 ALONG WITH STATIC AND MOBILE PRESSURE VESSEL (UNFIRED) (AMENDMENT) RULES, 2021

The SMPV Rules regulate the manufacture, filling, delivery, import, modification and repair of pressure vessels. Under the SMPV Rules, licenses are required to be obtained for storage and transportation of compressed gas. The SMPV Rules also prescribe conditions under which the licenses can be amended, renewed, suspended or cancelled. As per the amendment rules introduced in 2021, a new sub rule under Rule 47(7) that gives district authorities two months to grant or refuse a no objection certificate. A change to Rule 61 that allows licensees to download a system-generated copy of their license from the Petroleum and Explosive Safety Organization's online portal if their license is lost or destroyed.

LAWS RELATING TO SPECIFIC STATE WHERE THE ESTABLISHMENT IS SITUATED

THE MAHARASHTRA FACTORIES RULES, 1963

These rules are notified by the state government of Maharashtra as per the authorization given under the Factories Act, 1948. These rules govern factory operations in the state, they cover aspects such as safety standards, working conditions and health measures. They apply to premises situated within the territorial jurisdiction of Maharashtra where twenty or more workers are employed, and power is used for manufacturing processes. Compliance with these rules ensures a safe and conducive environment for factory workers. Factories in Maharashtra must be registered and obtain a license from the Joint Director of Industrial Safety and Health Directorate, and for the said purpose, the application for registration and licensing is submitted in Form No. 1 and 2 for site layout approval and grant of license for occupying and using the premises as a factory.

THE MAHARASHTRA SHOP AND ESTABLISHMENT ACT, 2017

This act consolidates and amends the law related to the regulation of work conditions and employment in shops and commercial establishments across Maharashtra. This act covers aspects including but not limited to working hours, safety and employment conditions for employees in these establishments. The act mandates every owner of shop or any commercial establishments

shall within 60 days of commencement of such business shall apply for registration of his shop or commercial establishment to the chief inspector of the labor department, such certificate is to be renewed on time-to-time basis for facilitation and running of the shop or commercial establishment.

THE MAHARASHTRA FIRE PREVENTION & LIFE SAFETY MEASURES ACT, 2006 READ WITH THE MAHARASHTRA FIRE PREVENTION & LIFE SAFETY MEASURES RULES, 2009

This Act may be called the Maharashtra Fire Prevention & Life Safety Measures Act, 2006 which extends to the whole of the State of Maharashtra. It is an Act to make more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Maharashtra. The Maharashtra Fire Prevention and Life Safety Measures Rules, 2009 were made by State Government in exercise of the powers conferred by sub-section (1) of section 49 of the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 and they extend to the whole State of Maharashtra.

MAHARASHTRA FIRE PREVENTION AND LIFE SAFETY MEASURES (AMENDMENT) ACT, 2023

The Government of Maharashtra has published the Maharashtra Fire Prevention and Life Safety Measures (Amendment) Act, 2023 to further amend the Maharashtra Fire Prevention and Life Safety Measures Act, 2006. It has come into force with effect from May 11, 2023.

Salient features of the amendment are as under:

- i. Fire safety approval will be required for educational buildings, storage building, multi-level car parking, storage for utilities (such as DG sets) etc.
- ii. Appointment of Fire Officer and Fire Supervisor will be required for residential buildings having height >70 mts., large oil & natural gas installations such as refineries, LPG bottling plants etc. and industrial buildings with moderate and high hazardous activities.
- iii. Provision for fire safety audit and appointment of Fire Safety Auditor made.
- iv. Schedules-I and II of the Act have been amended as per Building Code of India 2016.
- v. Fire services renamed as Fire and Emergency Services to cover all manmade and natural calamities as per directives of Home Ministry.

MAHARASHTRA STATE TAX ON PROFESSIONS, TRADE, CALLINGS AND EMPLOYMENTS ACT, 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 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.

MAHARASHTRA INDUSTRIAL POLICY, 2019

The Maharashtra Industrial Policy, 2019 (the “Industrial Policy”) envisages making Maharashtra USD 1 Trillion economy in the country, by augmenting manufacturing ecosystem, complemented by ease of doing business initiatives, thereby evolving it into a preferred destination for global manufacturers and investors, resulting into largest employment creating state with balanced regional and inclusive growth, by 2025. In the Industrial Policy, the target has been to attain manufacturing sector growth rate of 12% to 13% to reach GSDP share of 25% by 2023-24; to attract investments worth INR 10 lakh crore by 2023-24 and to create employment opportunities for 40 lakh people by 2023-24.

Some of the objectives and strategies of the policy includes retaining leadership position in industrial investment by providing conducive business environment, creating land bank for industries through MIDC, promoting investments through sector specific promotion/policies with focus on identified thrust sectors, incentivizing investments in R&D and start-ups, facilitating ‘Ease of Doing Business’ initiatives and strengthening Maharashtra’s Single Window System i.e. MAITRI - an online portal, making a single point for delivery of services, setting up of State level councils for promotion of investments and exports etc.

BOMBAY STAMP ACT, 1958 (“STAMP ACT”)

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act.

ENVIRONMENT RELATED LEGISLATIONS

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.

AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981

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

WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974

The Water Act aims at prevention and control of water pollution as well as restoration of water quality through the establishment of a central PCB and state PCBs. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may close the mine or withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

THE NOISE POLLUTION (REGULATION & CONTROL) RULES, 2000

The Noise Pollution (Regulation and Control) Rules, 2000, were established under the Environment (Protection) Act, 1986, to regulate and control noise levels in public places to protect human health and well-being. These rules define acceptable noise limits for different areas, including industrial, commercial, residential, and silence zones, and specify the permissible noise levels during day and night. They also outline the responsibilities of authorities, such as the District Magistrate and Police Commissioner, in enforcing these standards. The rules mandate the use of sound level meters for measuring noise levels and provide guidelines for the use of loudspeakers, public address systems, and other noise-emitting devices. By setting clear

regulations and enforcement mechanisms, the Noise Pollution (Regulation and Control) Rules, 2000, aim to maintain ambient air quality standards concerning noise and mitigate the adverse effects of noise pollution on public health and the environment.

THE PLASTIC WASTE MANAGEMENT RULES, 2016

The Plastic Waste Management (PWM) Rules, 2016, were established by the Ministry of Environment, Forest and Climate Change to address the growing issue of plastic waste in India. These rules mandate the responsibilities of various stakeholders, including local bodies, gram panchayats, waste generators, retailers, and street vendors, in managing plastic waste. The PWM Rules emphasize the principle of Extended Producer Responsibility (EPR), which requires producers, importers, and brand owners to take responsibility for the collection and recycling of plastic waste generated from their products. The rules also prohibit the manufacture and use of certain plastic products, such as carry bags and sachets, that are less than 50 microns in thickness. Additionally, the PWM Rules promote the use of plastic waste for road construction and energy recovery, thereby encouraging sustainable waste management practices. By setting clear guidelines and responsibilities, the Plastic Waste Management (PWM) Rules, 2016, aim to reduce plastic pollution and promote environmental sustainability in India.

HAZARDOUS AND OTHER WASTES (MANAGEMENT AND TRANSBOUNDARY MOVEMENT) RULES, 2016

The Hazardous Waste Rules define the term “hazardous waste” and any person who has control over the affairs of a factory or premises or any person in possession of the hazardous or other waste is classified as an “occupier”. In terms of the Hazardous Waste Rules, occupiers have been, inter alia, made responsible for safe and environmentally sound handling of hazardous wastes generated in their establishments and are required to obtain license/ authorization from the respective State PCB for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or similar activities in relation to hazardous waste. The Hazardous Waste Rules also prescribe the hierarchy in the sequence of priority of prevention, minimization, reuse, recycling, recovery and co-processing. Further, State PCBs are mandated to prepare an inventory of the waste generated, waste recycled, recovered and utilized including co-processed, re-exported and disposed, based on annual returns received from occupiers and operators, and submit it to the Central Pollution Control Board on an annual basis.

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. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

LABOUR RELATED LEGISLATIONS

PAYMENT OF BONUS ACT, 1965**

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

PAYMENT OF GRATUITY ACT, 1972*

The Payment of Gratuity Act, 1972 (“PG Act”) applies to every factory and shop or establishment in which 10 or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

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

THE EMPLOYEE COMPENSATION ACT, 1923*

The Employee Compensation Act, 1923, formerly known as the Workmen's Compensation Act, mandates employers to provide compensation to employees who suffer injuries, disabilities, or death due to workplace accidents. The Act aims to offer financial protection to workers and their families, ensuring that they receive fair compensation for any loss or injury sustained during employment. It outlines the employer's liability for compensation, including cases of occupational diseases and accidents arising out of and in the course of employment. The Act also specifies the amount of compensation based on the nature and severity of the injury, as well as the method for calculating wages and distributing compensation. By establishing a legal framework for employee compensation, the Act promotes safer work environments and ensures that workers are adequately protected in the event of workplace accidents.

MATERNITY BENEFIT ACT, 1961*

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

MINIMUM WAGES ACT, 1948

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

CONTRACT LABOUR (REGULATION AND ABOLITION) ACT, 1970, AS AMENDED (THE “CLRA ACT”)

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

EMPLOYEES' STATE INSURANCE ACT, 1948*

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

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

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

PAYMENT OF WAGES ACT, 1936

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

INDUSTRIAL DISPUTES ACT, 1947

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

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

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

APPRENTICES ACT, 1961

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone

in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

EQUAL REMUNERATION ACT, 1976

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

EMPLOYEES DEPOSIT LINKED INSURANCE SCHEME, 1976

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

THE EMPLOYEES' PENSION SCHEME, 1995

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

INTER-STATE MIGRANT WORKMEN (REGULATION OF EMPLOYMENT AND CONDITIONS OF SERVICE) ACT, 1979

Inter-State Migrant Workmen Act is an act enacted by the Parliament of India to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. This Act is applicable to every establishment and contractor who has employed five or more inter-state of Passbook to every inter-state migrant workman with full details, payment of displacement allowance equivalent to 50% of monthly wages of Rs. 75/-, whichever is higher, payment of journey allowance including payment of wage during the period of the journey, suitable residential accommodation, medical facilities and protective clothing, payment of wages, equal pay for equal work irrespective of sex, etc. The main responsibility for the enforcement of the provisions of the Inter-State Migrant Workmen Act lies with the Central Government and the State Governments/Union Territories in the establishments falling in the Central and State sphere, respectively.

INDUSTRIAL EMPLOYMENT STANDING ORDERS ACT, 1946

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

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

CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986 (Along with the amendments)

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited. Subsequently the act was amended in 2016 with the enactment of the Child Labour (Prohibition & Regulation) Amendment Act 2016 prohibiting the employment of Children below 14 years in all employment and also with the provisions for prohibition on employment of adolescents (14-18 Years) in the scheduled hazardous occupations and processes.

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

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

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

(a) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

(b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government

(c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

(d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's 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, and the Payment of Gratuity Act, 1972.

*The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

**The Government of India enacted 'The Code on Wages, 2019' (the "Code") which received the assent of the President of India on August 8, 2019. The provisions of the Code will be brought into force on a date to be notified by the Central Government. The Code proposes to subsume the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976, each as amended. As on date, certain provisions of the Code have been brought into force vide notification dated December 18, 2020.

TAX RELATED LEGISLATIONS

INCOME TAX ACT, 1961

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

GOODS AND SERVICE TAX (GST)

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

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

FOREIGN INVESTMENT AND TRADE REGULATIONS

FOREIGN INVESTMENT REGULATIONS

Foreign Investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the “FDI Policy”).

THE FOREIGN TRADE (REGULATION AND DEVELOPMENT) ACT, 1992 AND THE RULES FRAMED THEREUNDER (“FTA”)

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a 'Director General of Foreign Trade' for the purpose of the FTA, including formulation and implementation of the Export-Import (“EXIM”) Policy. The FTA prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number (“IEC”) granted by the Director General of Foreign Trade pursuant to Section 7 of the FTA. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. Failure to mention IEC number attracts a penalty of not less than ₹10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made, whichever is made. The IEC shall be valid until it is cancelled by the issuing authority.

FOREIGN TRADE POLICY

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP. Under the Foreign Trade (Development and Regulation) Act, 1992, the Central Government is empowered to periodically formulate the Export Import Policy (the EXIM Policy) and amend it thereafter whenever it deems fit. All exports and imports must be in compliance with the EXIM Policy. The iron and steel industry has been extended various schemes for the promotion of exports of finished goods and imports of inputs. The major schemes available are the Duty Exemption and Remission Scheme and the Export Promotion of Capital Goods (EPCG) Scheme. The Duty Exemption Scheme enables duty free imports of inputs required for the production of exports by obtaining an advance license. The Duty Remission Scheme enables post export replenishment/remission of duty on inputs used in the export product. This scheme consists of a Duty Free Import Authorization Scheme (DFIA), the Duty Drawback Scheme (DBK) and the Duty Entitlement Pass Book (the DEPB). DFIA enables duty free replenishment of inputs used in manufacture of exports. Under the DEPB Scheme, exporters on the basis of notified entitled rates are granted duty credit, which would entitle them to import goods, except capital goods, without duty.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999 (“FEMA”) AND REGULATIONS FRAMED THEREUNDER

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

GENERAL STATUTORY LEGISLATIONS

COMPANIES ACT, 2013 (“COMPANIES ACT”)

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director’s payable by the companies is under Part II of the said schedule.

COMPETITION ACT, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011, and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI

within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

INDIAN CONTRACT ACT, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

SPECIFIC RELIEF ACT, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Insolvency and Bankruptcy Code (IBC), 2016, was enacted by the Indian government to consolidate and amend the laws relating to insolvency and bankruptcy of companies, partnerships, and individuals. The primary objective of the IBC is to provide a time-bound resolution process for insolvency, thereby maximizing the value of the debtor's assets and promoting entrepreneurship. The Code introduces a streamlined institutional framework, including the Insolvency and Bankruptcy Board of India (IBBI), insolvency professionals, information utilities, and adjudicatory authorities like the National Company Law Tribunal (NCLT) and its appellate body, the NCLAT. The IBC outlines a two-step process for corporate insolvency: the Insolvency Resolution Process, which involves the active participation of creditors in assessing the viability of the debtor's business, and Liquidation, where the debtor's assets are sold to repay creditors if revival is not feasible. The Code also provides for individual insolvency resolution and bankruptcy.

SALE OF GOODS ACT, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

CONSUMER PROTECTION ACT, 2019 (“CONSUMER PROTECTION ACT”) AND RULES MADE THEREUNDER

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce

Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

CODE OF CIVIL PROCEDURE, 1908

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part, and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws, nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law, the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

BHARTIYA NYAYA SANHITA, 2023

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

BHARTIYA NAGRIK SURAKSHA SANHITA ACT, 2023

This act superseded the Code of Criminal Procedure, 1973 and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

BHARTIYA SAKSHYA ADHINIYAM ACT, 2023

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023, and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

ARBITRATION & CONCILIATION ACT, 1996

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

NEGOTIABLE INSTRUMENTS ACT, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year or with fine which may extend to twice the amount of the cheque, or with both.

INDIAN STAMP ACT, 1899

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

THE REGISTRATION ACT, 1908 (“REGISTRATION ACT”)

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

THE DIGITAL PERSONAL DATA PROTECTION ACT, 2023 (“DPDP ACT”)

The DPDP Act was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint and different dates may be appointed for different provisions of the DPDP Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the “DPB”) and affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be

appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

INTELLECTUAL PROPERTY RELATED LEGISLATIONS

In general, the Intellectual Property Rights include but are not limited to the following enactments:

- i. Trademarks Act, 1999
- ii. Indian Copyright Act, 1957
- iii. The Patents Act, 1970
- iv. Design Act, 2000

TRADEMARKS ACT, 1999 (“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 Trademarks Act, an application for trademark 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 trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark 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 mark 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.

COPYRIGHT ACT, 1957

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

THE PATENTS ACT, 1970 (“PATENTS ACT”)

The Patents Act governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights and recognizes both product as well as process patents. The Patents Act provides for, inter alia, the following:

- Patent protection period of 20 years from the date of filing the patent application;
- Recognition of product patents in respect of food, medicine and drugs;
- Import of patented products will not be considered as an infringement; and
- Under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

THE DESIGN ACT, 2000

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colors applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined which in the finished article appeal to and is judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

OTHER LAWS

MUNICIPALITY LAWS

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

POLICE LAWS

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

HISTORY AND CORPORATE STRUCTURE

Brief History and Background of our Company

Our company was originally formed as Private Limited Company in the name and style of “Supreme Drugs Private Limited” vide Certificate of Incorporation dated February 04, 2005 issued by Registrar of Companies, Maharashtra bearing CIN U24230MH2005PTC151012. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016, the name of our Company was changed from “Supreme Drugs Private Limited” to “Kamsons Polymers Private Limited” and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai vide certificate dated February 12, 2016. Subsequently, our Company was converted into a Public Limited Company vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting, held on June 22, 2024 and consequently the name of our Company was changed from “Kamsons Polymers Private Limited” to “Kamsons Polymers Limited” vide a certificate of Incorporation consequent upon conversion to public company dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U24230MH2005PLC151012.

Changes in the Registered Office of the Company since Incorporation:

Except as stated below, there have been no changes in the registered office of our Company:

Effective Date	From	To	Reason for change
October 01, 2010	B-1104 Kukreja Palace Vallabh Baug Lane Extn, Ghatkopar (East), Mumbai - 400 077	K-30/7, M.I.D.C., Anand Nagar, Additional Ambernath, Dist. Thane- 421506	For administrative purposes
February 16, 2016	K-30/7, M.I.D.C., Anand Nagar, Addition Ambernath, Dist. Thane- 421506	1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85, 859 B-2 Plot No 5 Opp Simran Plaza Khar (West), Mumbai	For better operational efficiency

Main Objects of our Company as per the Memorandum of Association:

The main object of our Company, as set forth in our Memorandum of Association, is as follows:

To carry on business as manufactures, refiners, processors, importers, exporters, buyers, sellers, agents and dealers in Polymers, Organic Solvents, acrylic polymer emulsions including all type of chemicals such as organic, inorganic, industrial, heavy, fine, laboratory and basic chemical products, monomer and other related chemicals, agricultural chemicals, dyes, acids, alkalies, Petro- chemicals, photographic chemicals.

The main object clause and matters which are necessary for the furtherance of the main objects contained in the Memorandum of Association enable our Company to undertake its existing business.

Amendments to the Memorandum of Association

Set out below are the amendments that have been made to our Memorandum of Association in the last ten years preceding the date of this Draft Red Herring Prospectus:

Date of Meeting	Type of Meeting	Nature of Amendments
January 20, 2016	EGM	Clause I of the Memorandum of Association was amended to change the name of the Company from Supreme Drugs Private Limited to Kamsons Polymers Private Limited pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016.
January 20, 2016	EGM	The existing Sub Clause 1 of clause III(A) of the main objects of the Company was deleted and substituted with the following new Sub Clause 1 as under: <i>“To carry on business as manufactures, refiners, processors, importers, exporters, buyers, sellers, agents and dealers in Polymers, Organic Solvents, acrylic polymer emulsions including all type of chemicals such as organic, inorganic, industrial, heavy, fine, laboratory</i>

Date of Meeting	Type of Meeting	Nature of Amendments
		<i>and basic chemical products, monomer and other related chemicals, agricultural chemicals, dyes, acids, alkalies, petro-chemicals, photographic chemicals”.</i>
January 20, 2020	EGM	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from ₹1,00,000 divided into 1,000 Equity Shares of ₹100 each to ₹1,00,00,000 divided into 10,00,000 Equity Shares of ₹100 each.
June 22, 2024	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from ‘Kamsons Polymers Private Limited’ to ‘Kamsons Polymers Limited’ and fresh Certificate of Incorporation. Consequent upon conversion to Public Limited Company issued dated August 20, 2024 bearing CIN U24230MH2005PLC151012 was issued by Registrar of Companies, CPC
August 22, 2024	EGM	Sub-division of Face value of Equity Shares of the Company from 1,00,000 Equity Shares of 100/- per Equity Share to 10,00,000 Equity shares of 10/- per Equity Share
October 30, 2024	EGM	Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from ₹1,00,00,000 divided into 10,00,000 Equity Shares of ₹10 each to ₹25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹10 each.

Major events and milestones of our Company:

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

Year	Key Events/ Milestone/ Achievements
2016	All the shares of the company were purchased by our promoter and promoter group members, Kamsons Chemicals Private Limited, Navin R Mehra, Ramankumar Lalchand Mehra, Kunal Mehra, Kamlesh Raman Mehra, Sapna Mehra from Shivagouda Shidagouda Patil and Shashidhar Shivagouda Patil
2016	Change of name of the company to Kamsons Polymers Private Limited
2020	Crossed Revenue of ₹10,000 lakh
2020	Received One Star Export House Certificate
2023	Received Two Star Export House Certificate
2023	Received membership of “The Plastics Export Promotion Council” (PLEXCONCIL)
2024	Conversion of the Company from Private Limited to Public Limited

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

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

Our Holding Company:

As on the date of the Draft Red Herring Prospectus, Kamsons Chemicals Private Limited is our Holding Company. For further details on the Business and Capital contribution, please refer to the chapter titled “**Promoter and Promoter Group**” beginning on page 159 of the Draft Red Herring Prospectus.

Our Subsidiary Company:

As on the date of this Draft Red Herring Prospectus, we do not have any Subsidiary Company.

Our Associate Company and Joint Ventures:

As on date of this Draft Red Herring Prospectus, our Company does not have any Associate Company and Joint Ventures.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.:

Our Company has not made any material acquisitions or divestments of business/ undertakings mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Injunction or Restraining Order:

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 “*Business Overview*” on page 111 of this Draft Red Herring Prospectus.

Details of launch of key products, entry in new geographies or exit from existing markets:

For details pertaining to launch of key services, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” on page 111 of this Draft Red Herring Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled “*Our Management*” on page 146 of the Draft Red Herring Prospectus.

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

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

Shareholders Agreements:

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

Collaboration Agreements:

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

Other Material Agreement:

Our Company has not entered into any other subsisting material agreements other than in the ordinary course of business of our Company, as on the date of this Draft Red Herring Prospectus.

Strategic or Financial Partners:

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

Time and Cost Overruns in Setting up Projects:

There has been no time or cost overruns due to reasons attributable to our Company in the setting up of projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:

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

Other Agreements:**i. Non-Compete Agreement:**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring

Prospectus.

ii. Joint Venture Agreement:

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

OUR MANAGEMENT

Board of Directors:

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

Name, Designation, DIN, Date of Birth, Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
<p>Navin R Mehra</p> <p>Designation: Chairman and Managing Director</p> <p>Age: 60 years</p> <p>Date of Birth: May 02, 1964</p> <p>Address: Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India</p> <p>Experience: 28 years</p> <p>Occupation: Business</p> <p>Qualification: Bachelor of Engineering</p> <p>Current Term: For a period of 3 years, w.e.f., October 30, 2024 liable to retire by rotation</p> <p>Period of Directorship: Since November 23, 2015</p> <p>DIN: 01266845</p>	<p>Kamsons Chemicals Private Limited</p>
<p>Kunal Mehra</p> <p>Designation: Whole Time Director</p> <p>Age: 31 years</p> <p>Date of Birth: August 08, 1993</p> <p>Address: Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India</p> <p>Experience: 8 years</p> <p>Occupation: Business</p> <p>Qualification: Post Graduate Programme in Family Managed Business</p> <p>Current Term: For a period of 3 years, w.e.f., October 30, 2024 liable to retire by rotation</p> <p>Period of Directorship: Since November 23, 2015</p> <p>DIN: 05267266</p>	<p>Kamsons Chemicals Private Limited</p>

Name, Designation, DIN, Date of Birth, Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
<p>Sapna Mehra</p> <p>Designation: Non- Executive Director</p> <p>Age: 56 years</p> <p>Date of Birth: April 28, 1968</p> <p>Address: Flat No. 19/20, Gulab Apartment Carter Road, Next to Landmark Building, Bandra West, Mumbai-400050, Maharashtra, India</p> <p>Experience: 7 years</p> <p>Occupation: Business</p> <p>Qualification: Bachelor of Home Science</p> <p>Current Term: For a period of 3 years, w.e.f October 30, 2024 liable to retire by rotation</p> <p>Period of Directorship: Since October 1, 2017</p> <p>DIN: 07942422</p>	<p>Kamsons Chemicals Private Limited</p>
<p>Dhiren A Bontra</p> <p>Designation: Independent Director</p> <p>Age: 34 years</p> <p>Date of Birth: July 15, 1990</p> <p>Address: Flat No. A-402, Shiv Parvati CHS LTD, Near Bikeshark, Satya Nagar, Mumbai, Maharashtra-400092</p> <p>Experience: 7 years</p> <p>Occupation: Business</p> <p>Qualification: Bachelor of Commerce</p> <p>Current Term: For a period of 5 years, w.e.f., October 30, 2024 not liable to retire by rotation</p> <p>Period of Directorship: Since October 30, 2024</p> <p>DIN: 09591605</p>	<ol style="list-style-type: none"> 1. Bikeshark Lifestyle & Performance Private Limited 2. SPV Global Trading Limited
<p>Nidhi Kirti Bhatt</p> <p>Designation: Independent Director</p> <p>Age: 36 years</p>	<p>Nil</p>

Name, Designation, DIN, Date of Birth, Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
<p>Date of Birth: March 10, 1988</p> <p>Address: A - 604, Shri Panchamrut CHS Ltd, N. L. Complex, Anand Nagar, Near N. L. Garden, Dahisar East, Mumbai, Dahisar, Maharashtra</p> <p>Experience: 15 years</p> <p>Occupation: Service</p> <p>Qualification: Diploma in Human Resource Management</p> <p>Current Term: For a period of 5 years, w.e.f., October 30, 2024 not liable to retire by rotation</p> <p>Period of Directorship: Since October 30, 2024</p> <p>DIN: 07773954</p>	

Brief Profile of Directors:

1. **Navin R Mehra** aged 60 years is the Chairman & Managing Director and promoter of our Company. He has been on the board of our company since 2015. He has completed Bachelor of Engineering from Mangalore University in the year 1986 and has an overall experience of 28 years in chemical industry. He played a significant role in the growth of the company. At present, he looks after purchases, production, sales, marketing, and finance in our Company.
2. **Kunal Mehra** aged 31 years is the Whole Time Director and promoter of our Company. He has been on the board of our company since 2015. He has completed Post Graduate Programme in the Family Managed Business in the year 2016 from S.P. Jain Institute of Management & Research, Mumbai, Maharashtra. He has an experience of 8 years in the chemical industry. He looks after sales and marketing operations of the company.
3. **Sapna Mehra** aged 56 years is the Non- Executive Director and promoter of our Company. She has been on the board of the company since 2017. She has completed Bachelor of Home Science in Textile & Clothing from SNTD College, Mumbai. She has a work experience of 7 years in the field of human resource management. Presently, she looks after Human resource and Corporate Social Responsibility activities of the company.
4. **Dhiren A Bontra** aged 34 years is the Independent Director of our Company. He has completed Bachelor of Commerce in the year 2011 from University of Mumbai. He is a partner in partnership firm M/s Bikesark since 2017 and is a proprietor of M/s Cupcamel since 2023. He has an experience of 7 years as an entrepreneur.
5. **Nidhi Kirti Bhatt** aged 36 years is the Independent Director of our Company. She has completed Diploma in Human Resource Management from Prin. L.N. Welingkar Institute of Management Development & Research in the year 2009. She is a designated partner in Accurate Alliance Services LLP. She has an experience of 15 years in the field of Human Resource Management.

Confirmations:

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.

- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Arrangements with major Shareholders, Customers, Suppliers or Others:

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

Service Contracts:

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

Details of Borrowing Powers of Directors:

Pursuant to a special resolution passed at an Extraordinary General Meeting of our Company held on October 30, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have 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 ₹ 100.00 (Rupees Hundred Crore Only).

Remuneration/Compensation of our Directors

A. Managing Director and Whole Time Directors

The compensation payable to our Managing Director and Whole Time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, 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:

Particulars	Navin R Mehra	Kunal Mehra
Appointment/ Change in Designation	Originally Appointed as Director since 2015 and further re-designated as Chairman & Managing Director w.e.f., October 30, 2024	Originally Appointed as Director since 2015 and further re-designated as Whole Time Director w.e.f., October 30, 2024
Current Designation	Chairman and Managing Director	Whole Time Director
Terms of Appointment	3 years	3 years
Remuneration	₹ 25 lakhs per month	₹ 12 lakhs per month
Compensation paid in FY 23-24	₹ 300 lakhs	₹ 127.50 lakhs

B. Non- Executive Director

Pursuant to resolution passed by our shareholders dated October 30, 2024, Our Non-executive Director, Sapna Mehra, shall be entitled for a remuneration of ₹ 3.00 Lakh per month. During the Fiscal 2024, the remuneration paid to her was Rs. 36 Lakhs.

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our directors.

Sitting Fees:

Our Board of Directors have resolved in their meeting dated December 14, 2024 for payment of sitting fees to Directors (including independent directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such director.

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

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1.	Navin R Mehra	49,42,170	26.70
2.	Kunal Mehra	16,65,900	9.00
3.	Sapna Mehra	16,65,900	9.00
	Total	82,73,970	44.70

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

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

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 146 of this Draft Red Herring Prospectus.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our 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. Further, our directors may have extended personal guarantees in respect of financial facilities availed by the company and for the details of Personal Guarantee given by our directors please refer to **“Statement of Financial Indebtedness”** on page 217 of this Draft Red Herring Prospectus.

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

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company – Note - 26 - Related Party Disclosure”** beginning on page 146 and 203 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

Except as mentioned below our directors do not have any interest in any property acquired by our Company during the period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

- Our office situated at Office No. 1002, 10th Floor “Embassy Chambers” Opposite Simran Plaza, Khar West 400052, Khari, Andheri, Mumbai is acquired on lease from our Managing Director, Navin R Mehra, Whole Time Director, Kunal Mehra and Non- Executive Director Sapna Mehra vide Leave and License Agreement.

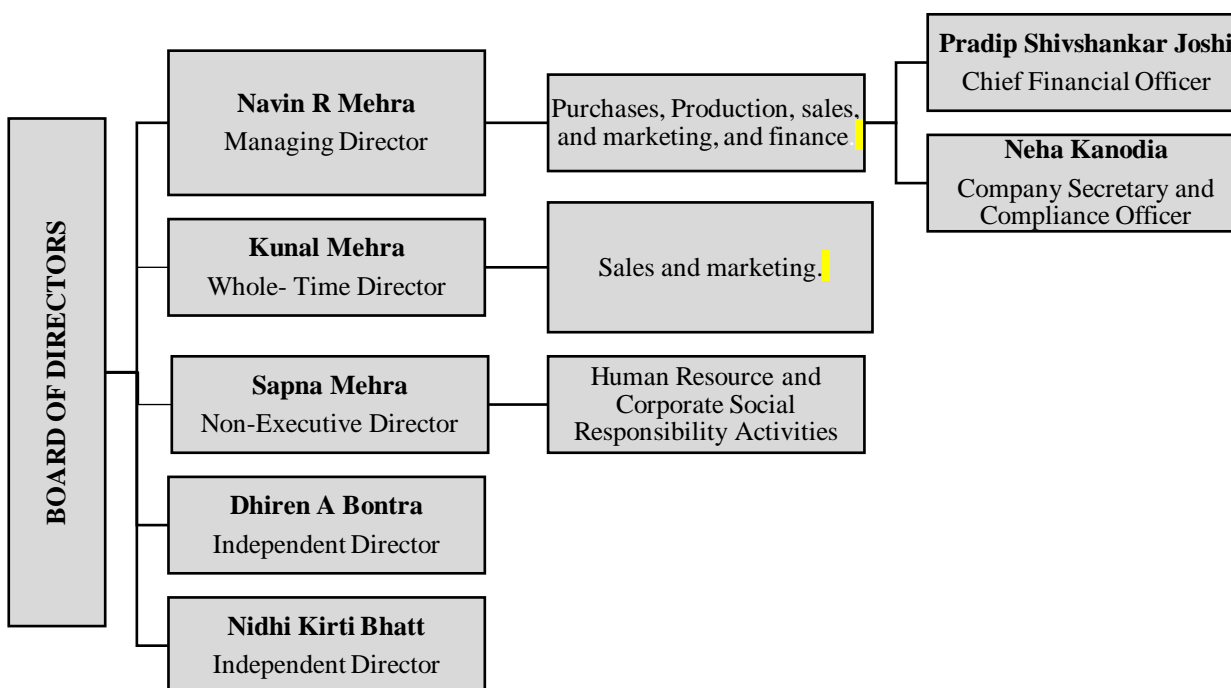
Changes in Board of Directors in Last 3 Years:

S. No.	Name of Directors	Date of Event	Nature of Event	Reasons for Change
1	Ramankumar Lalchand Mehra	January 20, 2024	Cessation	Due to death
2	Navin R Mehra	October 30, 2024	Re-designated as Chairman & Managing Director	To ensure better Corporate

S. No.	Name of Directors	Date of Event	Nature of Event	Reasons for Change
3	Kunal Mehra	October 30, 2024	Re-designated as Whole Time Director	Governance and compliance with the Companies Act, 2013
4	Sapna Mehra	October 30, 2024	Re-designated as Non-Executive Director	
5	Dhiren A Bontra	October 30, 2024	Appointed as Independent Director	
6	Nidhi Kirti Bhatt	October 30, 2024	Appointed as Independent Director	

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, Nomination and Remuneration Committees and Corporate Social Responsibility Committee 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 detailed reports on its performance periodically.

Our Board of Directors consist of Five (5) Directors of which two (2) are Independent Directors including two (2) women directors on the Board. The constitution of our Board is in compliance with the provisions of section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed an Audit Committee, vide Board Resolution dated December 14, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Dhiren A Bontra	Chairman	Independent Director
Nidhi Kirti Bhatt	Member	Independent Director
Kunal Mehra	Member	Whole Time Director

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

A. Tenure of the committee:

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

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

C. Power of the Committee:

The Audit Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary

D. Role of the Committee:

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

- 1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 6) Reviewing and monitoring 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 issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.

- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process
- 8) approval or any subsequent modification of transactions of the listed entity with related parties;
- 9) scrutiny of inter-corporate loans and investments;
- 10) valuation of undertakings or assets of the listed entity, wherever it is necessary
- 11) evaluation of internal financial controls and risk management systems
- 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) discussion with internal auditors of any significant findings and follow up there on;
- 15) 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;
- 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) to review the functioning of the whistle blower mechanism;
- 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
- 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee
- 21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments existing as on the date of coming into force of this provision
- 22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

Further, the Audit Committee shall mandatorily review the following:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3) internal audit reports relating to internal control weaknesses;
- 4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 5) statement of deviations:
 - a. quarterly/half yearly statement of deviation(s) statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Nomination and Remuneration Committee

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated December 14, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Nidhi Kirti Bhatt	Chairperson	Independent Director
Dhiren A Bontra	Member	Independent Director
Sapna Mehra	Member	Non- Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the committee:

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

B. Meetings of the committee:

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairperson of the Nomination and Remuneration Committee may be present at the annual general Meeting to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Role of Terms of Reference:

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1 formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of 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.
- 2 formulation of criteria for evaluation of the performance of independent directors and the Board of Directors;
- 3 devising a policy on diversity of our Board;
- 4 identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal
- 5 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;
- 6 recommend to the board, all remuneration, in whatever form, payable to senior management.
- 7 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. Stakeholders Relationship Committee

Our Company has formed Stakeholders Relationship Committee vide Board Resolution dated December 14, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Sapna Mehra	Chairperson	Non-Executive Director
Dhiren A Bontra	Member	Independent Director
Navin R Mehra	Member	Managing Director

The scope and function of the 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. The Chairperson of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders.

C. 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. 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.

4. Corporate Social Responsibility Committee

Our Company has reconstituted the Corporate Social Responsibility Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 vide Board resolution dated December 14, 2024. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Nidhi Kirti Bhatt	Chairman	Independent Director
Kunal Mehra	Member	Whole Time Director
Navin R Mehra	Member	Managing Director

The Committee shall act in accordance with the provisions of Companies Act, 2013 and the tenure, meeting and terms of reference specified hereunder:

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

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation, Educational Qualification & Term of office	Age (years)	Year/ period of joining	Compensation paid for F.Y. ended 2023-24 (₹ in Lakhs)	Overall experience	Previous employment
Navin R Mehra Designation: Chairman and Managing Director Educational Qualification: Bachelor of Engineering Term of office: For a period of 3 Years w.e.f., October 30, 2024 liable to retire by rotation	60	2015	300.00	28 years	Nil

Name, Designation, Educational Qualification & Term of office	Age (years)	Year/ period of joining	Compensation paid for F.Y. ended 2023-24 (₹ in Lakhs)	Overall experience	Previous employment
Kunal Mehra Designation: Whole Time Director Educational Qualification: Post Graduate Programme in Family Managed Business Term of office: For a period of 3 Years w.e.f., October 30, 2024 liable to retire by rotation	31	2015	127.50	8 years	Nil
Pradip Shivshankar Joshi Designation: Chief Financial Officer Educational Qualification– Bachelor of Commerce	59	2024*	11.96*	37 years	Self Employed
Neha Kanodia Designation: Company Secretary and Compliance Officer Educational Qualification– Company Secretary and Bachelor of Commerce	37	2024	Nil	6 years	Hoograjuli (Assam)Tea Co Ltd

* Pradip Shivshankar Joshi had joined the company in year 2016 and was looking after accounts and finance activities of the company and is re-designated as Chief Financial Officer vide Board meeting dated October 28, 2024.

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Key Managerial Personnel

Navin R Mehra - Please refer to section “**Brief Profile of our Directors**” beginning on page 148 of this Draft Red Herring Prospectus for details.

Kunal Mehra- Please refer to section “**Brief Profile of our Directors**” beginning on page 148 of this Draft Red Herring Prospectus for details.

Pradip Shivshankar Joshi is the Chief Financial Officer of our company. He had joined the company as Accounts Manager in the year 2016 and is currently responsible for finance and taxation matters of the company. He had completed B. Com from University of Bombay in the year 1986 and has an overall experience of 37 years in the field of accounting and taxation.

Neha Kanodia is the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India since 2011 and had completed Bachelor of Commerce from University of Calcutta in the year 2008. She is currently responsible for the overall Corporate Governance and secretarial Compliance of our Company and has an overall experience of around 6 years in the field of Secretarial and Corporate Affairs.

We confirm that:

- All the persons named as our Key Managerial Personnel and above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Navin R Mehra and Kunal Mehra are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel, there has been no contingent or deferred compensation accrued for the period ended March 31, 2024.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:

Sr. No.	Name of the KMP's	No. of Shares held	Holding in %
1.	Navin R Mehra	49,42,170	26.70
2.	Kunal Mehra	16,65,900	9.00
	TOTAL	66,08,070	35.70

Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance.

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

None of our Directors are related to each other or to any other Key Managerial Personnel except as disclosed below:

Sr. No.	Name of the Director/ KMP	Relationship with other Directors/ KMPs
1	Navin R Mehra	Spouse of Sapna Mehra Father of Kunal Mehra
2	Kunal Mehra	Son of Navin R Mehra and Sapna Mehra
3	Sapna Mehra	Spouse of Navin R Mehra Mother of Kunal Mehra

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No	Name of Directors/ KMP's	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reasons
1.	Navin R Mehra	Re-designated as Chairman & Managing Director	October 30, 2024	To ensure better Corporate Governance and compliance with Companies Act, 2013
2.	Kunal Mehra	Re-designated as Whole Time Director	October 30, 2024	
3.	Pradip Shivshankar Joshi	Re-designated as Chief Financial Officer	October 28, 2024	
4.	Neha Kanodia	Appointed as Company Secretary and Compliance Officer	December 11, 2024	

Interest of our Key Managerial Personnel

Apart 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 Personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Note - 26 - Related Party Disclosures**" beginning on page 203 of this Draft Red Herring Prospectus.

Details of the Service Contracts with the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/ availed by Directors/ Key Managerial Personnel of our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “*Note - 26 – Related Party Disclosure*” page 203 of this Draft Red Herring Prospectus.

Employee Stock Option Plan ('ESOP')/ employee stock purchase scheme ('ESPS Scheme') to Employees

Presently, we do not have any ESOP/ ESPS Scheme for our employees.



OUR PROMOTERS & PROMOTER GROUP


Our Promoters:

The promoters of our Company are Navin R Mehra, Kunal Mehra, Sapna Mehra and Kamsons Chemicals Private Limited.

As on date of this Draft Red Herring Prospectus, our Promoters, in aggregate, holds 1,84,54,470 Equity shares of our Company, representing 99.70% of the pre-offer paid-up Equity Share capital of our Company. For details of the build-up of the Promoter’s shareholding in our Company, see “*Capital Structure-Capital Build-up in respect of Shareholding of our Promoters*”, on page 68 of this Draft Red Herring Prospectus.

A. Brief Profile of our Individual Promoters are as under:

	<p>Navin R Mehra– Chairman & Managing Director</p> <p>Navin R Mehra, aged 60 years, is one of our Promoter and is also the Chairman & Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities and other directorships, see “<i>Our Management –Brief profile of Directors</i>” on page 148 of this Draft Red Herring Prospectus.</p> <p>Other ventures of our Promoters-</p> <p>HUF: Navin Raman Mehra (HUF)</p> <p>Except as disclosed above and set out in the chapter titled ‘<i>Our Management</i>’ on page 146 of this Draft Red Herring Prospectus, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoter or director.</p> <p>His permanent account number is AADPM5669C</p> <p>Navin R Mehra holds 49,42,170 Equity Shares, equivalent to 26.70 % of the pre offer share capital of our company.</p>
	<p>Kunal Mehra- Whole Time Director</p> <p>Kunal Mehra, aged 31 years, is one of our Promoter and is also the Whole Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities and other directorships, see “<i>Our Management –Brief profile of Directors</i>” on page 148 of this Draft Red Herring Prospectus</p> <p>Except as set out in the chapter titled ‘<i>Our Management</i>’ on page 146 of this Draft Red Herring Prospectus, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoter or director.</p> <p>His permanent account number is ANCPM2231J</p> <p>Kunal Mehra holds 16,65,900 Equity Shares, equivalent to 9.00% of the pre offer share capital of our company.</p>

	Sapna Mehra- Non- Executive Director
	Sapna Mehra, aged 56 years, is one of our Promoter and is also the Non-Executive Director on our Board. For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities and other directorships, see “ <i>Our Management –Brief profile of Directors</i> ” on page 148 of this Draft Red Herring Prospectus
	Except as set out in the chapter titled ‘ <i>Our Management</i> ’ on page 146 of this Draft Red Herring Prospectus, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoter or director.
	Her permanent account number is AAGPM4729E
	Sapna Mehra holds 16,65,900 Equity Shares, equivalent to 9.00% of the pre offer share capital of our company.

Confirmations/ Declarations:

In relation to our Individual Promoters, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to NSE at the time of filing of this Draft Red Herring Prospectus.

B. Details of our Corporate Promoter are as follows:

1. Kamsons Chemicals Private Limited (“KCPL”)

Corporate Information

KCPL was incorporated as a private company on April 23, 1996, under the Companies Act, 1956, and a certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai. The registered office of KCPL is situated at 1003 Embassy Chamber 10th Floor, 3rd Road CTS-E/85 859 B-2 Plot NO 5 Opp Simran Plaza Khar (West), Mumbai City, Mumbai, Maharashtra, India, 400052. The CIN of KCPL is U24100MH1996PTC099064. The permanent account number of KCPL is AAACK3433A.

KCPL is authorised to carry on the business as manufacturers, refiners, processors, importers, exporters, buyers, sellers, agents and dealers in all types of chemicals including organic, in- organic, industrial, heavy, fine, laboratory and basic chemicals chemical products, wholesale and retail chemist and druggists, agricultural chemicals, dyes, acids, alkalies, petrochemicals, photographic chemicals. There has been no change in activities since the incorporation of KCPL.

The promoters of Kamsons Chemicals Private Limited are Navin R Mehra, Kunal Mehra and Sapna Mehra. As on the date of this Draft Red Herring Prospectus, KCPL holds 1,01,80,500 Equity Shares, representing 55.00% of the pre-offer issued, subscribed, and paid-up equity share capital of our Company.

Board of Directors

As on date of this Draft Red Herring Prospectus, the board of directors of Kamsons Chemicals Private Limited comprises of:

S. No.	Name of Director	Designation
1	Navin R Mehra	Director
2	Kunal Mehra	Director
3	Sapna Mehra	Director

Change in control

There has been no change in the control of KCPL in the three (3) years immediately preceding the filing of this Draft Red Herring Prospectus.

Shareholding pattern

The shareholding pattern of KCPL as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of issued and paid-up share capital (%)
1	Navin R Mehra	24,14,970	80.50
2	Kunal Mehra	2,73,000	9.10
3	Sapna Mehra	2,70,000	9.00
4	Preeti R Talwar	3,000	0.10
5	Shehzarine R Mehra	3,000	0.10
6	Abhay M Shah	3,000	0.10
7	Dilip H Shah	3,000	0.10
8	Romit D Shah	3,000	0.10
9	Paresh P Shah	3,000	0.10
10	Tarlika A Shah	3,000	0.10
11	Himatlal V Shah HUF	3,000	0.10
12	Dilip H. Shah (HUF)	3,000	0.10
13	Labhuben H. Shah	3,000	0.10
14	Abhay M Shah (HUF)	6,000	0.20
15	Nayana A. Thakor	3,000	0.10
16	Navin Raman Mehra (HUF)	3,000	0.10
17	Bhavna K Shah	10	Negligible
18	Bina V Shah	10	Negligible
19	Vimalaben V Shah	10	Negligible

Confirmations/ Declarations:

Our Company confirms that the permanent account number, bank account number, company registration number of our Corporate Promoter and the address of Registrar of Companies where Corporate Promoter is registered shall be submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus with them.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 233 of this Draft Red Herring 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:

- Interest in promotion and shareholding of our Company:*

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Navin R Mehra, Kunal Mehra, Sapna Mehra and Kamsons Chemicals Private Limited collectively holds 1,84,54,470 Equity Shares in our Company i.e., 99.70% of the pre offer paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them and unsecured loan advanced to/ taken from them, if any. For details, please refer to **Note – 26 “Related Party Transactions”** beginning on page 203 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 63 of this Draft Red Herring Prospectus.

ii. Interest in the property of Our Company:

Except as mentioned below our Promoters do not have any interest in any property acquired by our Company during the period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

- Our office situated at Office No. 1002, 10th Floor “Embassy Chambers” Opposite Simran Plaza, Khar West 400052, Khari, Andheri, Mumbai is acquired on lease from our promoters, Navin R Mehra, Kunal Mehra and Sapna Mehra vide Leave and License Agreement.
- Our registered office situated at Office No. 1003, 10th Floor “Embassy Chambers” Opp Simran Plaza Khar West 400052, Khari, Andheri, Mumbai is acquired on lease from our promoter, Kamsons Chemicals Private Limited vide Leave and License agreement.

iii. In transactions for acquisition of land, construction of building and supply of machinery

Except as stated above our Promoters are not interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company

For transactions in respect of loans and other monetary transactions entered in past please refer **Note – 26** on **“Related Party Transactions”** on page 203 forming part of **“Financial Information of the Company”** of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal or corporate guarantees given by them in favour of the Company, for the details of Personal or Corporate Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of Our Company”** on page 217 and 166 respectively of this Draft Red Herring 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 **“Remuneration/Compensation of our Directors”** in the chapter titled **“Our Management”** beginning on page 149 also refer **Note- 26** on **“Related Party Transactions”** on page 203 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoters”** in chapter titled **“Our Promoters and Promoter Group”** on page 161 of this Draft Red Herring Prospectus.

Companies/ Firms with which our Promoters have disassociated in the last (3) three years:

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus:

Other ventures of our Promoters:

Save and except as disclosed in this section titled “*Our Promoters & Promoter Group*” beginning on page 159 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters:

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 233 of this Draft Red Herring Prospectus.

Material Guarantees:

Except as stated in the “*Statement of financial indebtedness*” and “*Restated financial information*” of the company beginning on page 217 and 166 of this Draft Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Experience of Promoters in the line of business:

Our Promoter, Navin R Mehra, has an overall experience of around 28 years and our promoters, Sapna Mehra and Kunal Mehra have an overall experience of 7 years and 8 years, respectively. The Company shall also endeavour to ensure that relevant expertise is sought as and when required in the future.

Related Party Transactions:

Except as stated in “*Note - 26 Related Party Transactions*” beginning on page 203 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

- 1. Natural persons i.e., an immediate relative of the promoters (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);**

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship with Promoters	Name of the Relatives		
	Navin R Mehra	Sapna Mehra	Kunal Mehra
Father	Lt. Ramankumar Lalchand Mehra	Lt. Jang Bahadur Seth	Navin R Mehra
Mother	Kamlesh Raman Mehra	Manju Seth	Sapna Mehra
Spouse	Sapna Mehra	Navin R Mehra	-
Brother	Ravin Ramankumar Mehra	Vishal Seth	-
Sister	Preeti R Talwar	-	Sanjana Navin Mehra
Son	Kunal Mehra	Kunal Mehra	-
Daughter	Sanjana Navin Mehra	Sanjana Navin Mehra	-
Spouse’s Father	Lt. Jang Bahadur Seth	Lt. Ramankumar Lalchand Mehra	-
Spouse’s Mother	Manju Seth	Kamlesh Raman Mehra	-
Spouse’s Brother	Vishal Seth	Ravin Ramankumar Mehra	-
Spouse’s Sister	-	Preeti R Talwar	-

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	Name of Entities
A.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	1. Kamsons Chemicals Private Limited
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent or more, of the equity share capital.	-
C.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent of the total capital.	HUF: Navin Raman Mehra (HUF)

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion in the Annual General meeting, subject to the provision of the Articles of Association and the Companies Act, read with the rules notified thereunder, each as amended. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including but not limited to, profits earned and available for distribution during the financial year, accumulated reserves including retained earnings, net profit earned during the financial year as per the financial statements, cash flows, debt repayment schedules, if any, fund requirement for contingencies and unforeseen events with financial implications, expansion/diversification of business by the Company, restrictive covenants under the loan or financing documents that we may enter into from time to time.

Additionally, we may retain all our future earnings, if any, for any proposed or ongoing or planned business expansion or for any other purposes which may be considered by the Board subject to compliance with the provisions of the Companies Act. Our Company may also, from time to time, pay interim dividends. The objective of the dividend policy is rewarding its Shareholders and retaining capital for growth and ensuring fairness, sustainability, and consistency in distributing profits to Shareholders. For details in relation to risks involved in this regard, see “**Risk Factor**” on page 27 of this Draft Red Herring Prospectus.

The Company has not paid any dividend since its incorporation. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please see the section entitled “**Statement of Financial Indebtedness**” on page 217 of this Draft Red Herring Prospectus.

The amount of dividend paid in the past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future.

SECTION VI-FINANCIAL INFORMATION OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

To,

The Board of Directors,

Kamsons Polymers Limited

(formerly known as Kamsons Polymers Private Limited)

1003, Embassy Chamber, 10th Floor,

3rd Road CTS- E/85 859 B-2,

Plot No 5, Opp Simran Plaza,

Khar (West), Mumbai 400052

Dear Sirs,

We have examined the Restated Financial Information of Kamsons Polymers Limited (formerly known as Kamsons Polymers Private Limited) (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the period ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary Statement of Significant Accounting Policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 10, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (together the " Offer Documents ") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements 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 ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with the Securities and Exchange Board of India, relevant stock exchange(s) and Registrar of Companies, Mumbai ("RoC") in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of significant accounting policies stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 20, 2024 in connection with the proposed IPO of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and Section 32 of the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the SME IPO.

- e) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management from
- Audited Financial Statements of the Company as at period ended September 30,2024 and for the years March 31,2024, March 31,2023 and March 31,2022 prepared in accordance with Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules, 2021, as amended, and other accounting principles generally accepted in India.
5. For the purpose of our examination, we have relied on:
- a) Auditor’s report issued by other Auditor dated September 14, 2022 for FY 2021-2022 and August 31, 2023 for the FY 2022-2023 on the financial statements of the company as referred in Paragraph 4 above. These Financial Statements were audited by N.D. Mehta & Associates (the “Previous Auditors”) and
- b) The Financial Statements for the period/year ended on September 30, 2024 and March 31, 2024 has been audited by us vide our report dated January 10, 2025 and September 05, 2024 respectively.
6. Based on our examination report dated January 10, 2025 and according to the information and explanations given to us, we report that the Restated Financial Information:
- a. Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications;
- b. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
- c. Have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.
7. 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 September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 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 period ended September 30, 2024 and Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 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 for period ended September 30, 2024 and Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 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.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended

September 30, 2024 and Financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 proposed to be included in the Offer Document for the proposed IPO.

Restated Statement of Assets and Liabilities	Annexure I
Restated Statement of Profit and Loss	Annexure II
Restated Cash Flow Statement	Annexure III
Significant Accounting policies forming part of the Financial Statements	Annexure IV
Restated Adjustment and Material Groupings	Annexure-V
Restated Statement of Share Capital, Reserves and Surplus	Note-1
Restated Statement of Deferred Tax (Assets) / Liabilities	Note-2
Restated Statement of long-term Provisions	Note-3
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.	Note-4, 4(A) and 4(B)
Restated Statement of Trade Payables	Note-5
Restated Statement of Other Current Liabilities and short-term Provisions	Note-6
Restated Statement of Short-Term Provisions	Note-7
Restated Statement of Property, Plant and Equipment and Intangible Assets	Note-8
Restated Statement of Non-Current Investment	Note-9
Restated Statement of Other Non Current Assets	Note-10
Restated Statement of Inventories	Note-11
Restated Statement of Trade Receivables	Note-12
Restated Statement of Cash & Cash Bank Balance	Note-13
Restated Statement of Short-Term Loans and Advances	Note-14
Restated Statement of Other Current Assets	Note-15
Restated Statement of Revenue from Operations	Note-16
Restated Statement of Other Income	Note-17
Restated Statement of Cost of Materials Consumed	Note-18
Restated Statement of Purchase of Stock in Trade	Note-19
Restated Statement of Changes in Inventories	Note-20
Restated Statement of Employee Benefits Expenses	Note-21
Restated Statement of Finance Cost	Note-22
Restated Statement of Depreciation & Amortization	Note-23
Restated Statement of Other Expenses	Note-24
Restated Statement of Contingent Liabilities & Capital Commitment	Note-25
Restated Statement of Related Party Transaction	Note-26
Restated Statement of Tax Shelter	Note-27
Restated Statement of Capitalization	Note-28
Restated Statement of Mandatory Accounting Ratios	Note-29
Restated Statement of Other Accounting Financial Ratio	Note-30
Restated Statement of CSR Expenditure	Note-31
Restated Statement of C.I.F. Value of Imports	Note-32
Restated Statement of Earnings in Foreign Currency and Expenditure in Foreign Currency	Note-33
Restated Statements of Employee Benefit Disclosure	Note-34
Additional Regulatory Information	Note-35

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

8. We Shah Gupta & 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.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. 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.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with the Securities and Exchange Board of India, relevant stock exchange(s) and ROC in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, SHAH GUPTA & CO.

Chartered Accountants

Firm Registration No. 109574W

Bharat P. Vasani

Partner

Membership No. 040060

UDIN: 25040060BMILLF6318

Date: January 10, 2025

Place: Mumbai

Annexure I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars		Note	As at			
			30.09.2024	31.03.2024	31.03.2023	31.03.2022
I	EQUITY AND LIABILITIES					
1	Shareholders' funds					
	a. Share capital	01	1.00	1.00	1.00	1.00
	b. Reserves and surplus	01	9726.58	8374.44	5988.39	4262.42
	c. Money received against share warrants		0.00	0.00	0.00	0.00
			9727.58	8375.44	5989.39	4263.42
2	Share application money pending allotment		0.00	0.00	0.00	0.00
3	Non-current liabilities					
	a. Long-term borrowings		0.00	0.00	0.00	0.00
	b. Deferred tax liabilities (net)	02	0.00	0.00	0.00	0.00
	c. Other long-term liabilities		0.00	0.00	0.00	0.00
	d. Long-term provisions	03	57.14	51.63	61.51	52.98
			57.14	51.63	61.51	52.98
4	Current liabilities					
	a. Short-term borrowings	04	490.01	882.71	684.45	672.89
	b. Trade Payable due to	05				
	Micro and Small Enterprises		448.53	571.95	423.14	55.15
	Other than Micro and Small Enterprises		4354.84	2975.85	2357.56	3288.66
	c. Other current liabilities	06	551.90	345.01	277.64	386.52
	d. Short-term provisions	07	77.24	166.95	150.97	150.86
			5922.52	4942.47	3893.77	4554.08
	Total		15707.24	13369.54	9944.67	8870.47
II	ASSETS					
1	Non-current assets					
	a. Property, Plant and Equipment and Intangible Assets	08				
	v. Property, Plant and Equipment		450.63	474.30	462.34	516.48
	vi. Intangible assets		2.67	3.24	4.37	0.00
	vii. Capital work-in-progress		0.00	0.00	17.01	0.00
	viii. Intangible assets under development		0.00	0.00	0.00	0.00
			453.31	477.54	483.72	516.48
	b. Non-current investments	09	25.00	25.00	25.00	25.00
	c. Deferred tax assets (net)	02	11.64	22.29	5.49	0.35
	d. Long-term loans and advances		0.00	0.00	0.00	0.00
	e. Other non-current assets	10	1985.91	1662.67	547.40	56.10
			2475.86	2187.50	1061.61	597.93
2	Current assets					
	a. Current investments		0.00	0.00	0.00	0.00
	b. Inventories	11	1881.44	2135.15	787.08	582.18
	c. Trade receivables	12	5992.29	3643.51	2788.82	3948.76
	d. Cash and bank balances	13	5168.20	4917.08	5026.56	3419.69
	e. Short-term loans and advances	14	183.73	481.13	278.73	321.90
	f. Other current assets	15	5.71	5.17	1.89	0.00
			13231.38	11182.04	8883.07	8272.54
	Total		15707.24	13369.54	9944.67	8870.47
	Significant Accounting Policies	Annexure IV				
	Notes to Restated Financial Statement	1 to 35				

**As per our report of even date
For SHAH GUPTA & Co
Chartered Accountants
Firm Reg No. 109574W**

**Bharat P. Vasani
Partner
Membership no. 040060**

**Place: Mumbai
Date: January 10, 2025
UDIN: 25040060BMILLF6318**

**For and on behalf of the Board of Directors
KAMSONS POLYMERS LIMITED**

Navin R Mehra
Managing Director
DIN: 01266845

Kunal Mehra
Whole Time Director
DIN: 05267266

Pradip Shivshankar Joshi
Chief Financial Officer

Neha Kanodia
Company Secretary and
Compliance Officer
M. No.: A27578

Annexure II
RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars	Note	For the period and year ended			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
I. Revenue from operations	16	15457.01	27831.33	23437.49	27536.44
II. Other income	17	275.03	479.81	142.71	256.12
III. Total Income (I + II)		15732.04	28311.15	23580.19	27792.56
IV. Expenses					
a. Cost of materials consumed	18	10394.62	18283.87	12186.67	11965.01
b. Purchases of stock-in-trade	19	1978.53	4152.56	6680.92	10708.77
c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	98.46	(89.69)	40.15	243.48
d. Employee benefits expense	21	416.68	919.46	739.16	780.86
e. Finance costs	22	90.59	130.79	110.74	215.44
f. Depreciation and amortisation expense	23	35.76	70.79	71.18	58.69
g. Other expenses	24	896.92	1622.40	1415.66	1464.83
V. Total Expenditure		13911.56	25090.16	21244.49	25437.07
VI. Profit / (Loss) before exceptional and extraordinary items and tax (III - V)		1820.49	3220.98	2335.71	2355.49
VII. Exceptional & Extraordinary items		0.00	0.00	0.00	0.00
VIII. Profit / (Loss) before tax (VI - VII)		1820.49	3220.98	2335.71	2355.49
IX. Prior Period expenses		0.00	0.00	0.00	0.00
X. Tax expense:					
a. Tax Expense for Current Year		457.70	851.74	614.87	624.26
b. Short Provision		0.00	0.00	0.00	0.00
c. Deferred Tax		10.65	(16.80)	(5.14)	(12.99)
Net Current Tax Expenses		468.34	834.94	609.73	611.27
XI. Restated Profit / (Loss) for the year/period (VIII-IX-X)		1352.14	2386.05	1725.98	1744.22
XII. Earnings per equity share (Face Value Rs. 10)					
Basic (in ₹)		7.30	12.89	9.32	9.42
Diluted (in ₹)		7.30	12.89	9.32	9.42
Significant Accounting Policies	Annexure IV				
Notes to Restated Financial Statement	1 to 35				

As per our report of even date
For SHAH GUPTA & Co
Chartered Accountants
Firm Reg No. 109574W

For and on behalf of the Board of Directors
KAMSONS POLYMERS LIMITED

Bharat P. Vasani
Partner
Membership no. 040060

Navin R Mehra
Managing Director
DIN: 01266845

Kunal Mehra
Whole Time Director
DIN: 05267266

Place: Mumbai
Date: January 10, 2025
UDIN: 25040060BMILLF6318

Pradip Shivshankar Joshi
Chief Financial Officer

Neha Kanodia
Company Secretary and
Compliance Officer
M. No.: A27578

Annexure III
RESTATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars		For the period and year ended			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
A.	Cash flow from operating activities				
	Restated Net Profit before tax	1820.49	3220.98	2335.71	2355.49
	<i>Adjustments for:</i>				
	Depreciation	35.76	70.79	71.18	58.69
	Interest income	(216.36)	(323.81)	(142.08)	(109.09)
	Interest expense	90.59	130.79	110.74	215.44
	Gratuity Provision	8.96	12.15	10.83	9.31
	Income Write Back	0.00	0.00	0.00	(0.47)
	Bad Debts	0.00	0.00	0.00	(2.66)
	Provision For Expense	408.10	242.59	227.44	257.48
	Unrealised Foreign exchange	(23.49)	1.15	12.95	(26.56)
	Operating profit before working capital changes	2124.05	3354.64	2626.78	2757.64
	Movements in working capital				
	(Increase)/Decrease in Trade Receivables	(2340.31)	(847.89)	1166.71	2881.37
	(Increase)/Decrease in inventories	253.70	(1348.07)	(204.89)	233.11
	(Increase)/Decrease in Short-term loans and advances	297.40	(202.40)	43.17	(225.63)
	(Increase)/Decrease in Other Current Assets	(0.54)	(3.28)	(1.89)	0.00
	Increase/(Decrease) in Trade Payable	1270.59	759.13	(582.82)	(2919.40)
	Increase/(Decrease) in Other current liabilities	(201.22)	(175.22)	(336.32)	(173.64)
	Cash (used in)/generated from operations	1403.67	1536.92	2710.75	2553.47
	Taxes paid (net of refunds)	(550.86)	(857.78)	(617.06)	(831.12)
	Net cash (used in)/ from operating activities (A)	852.81	679.13	2093.69	1722.35
B.	Cash flows from investing activities				
	Purchase of fixed assets including CWIP	(11.53)	(64.61)	(38.42)	(79.88)
	Increase/(Decrease) in non- Current Assets	257.29	(1576.18)	(1.92)	(20.09)
	(Increase)/Decrease in Other Bank Balances	546.01	(1091.68)	(31.94)	(540.34)
	Interest income on FD	216.36	318.59	137.44	109.09
	Other Interest	0.00	5.21	4.64	0.00
	Net cash (used in)/ from investing activities (B)	1008.13	(2408.66)	69.80	(531.23)
C.	Cash flows from financing activities				
	Short Term Borrowings Taken	(832.01)	(2189.45)	(1086.52)	849.56
	Short Term borrowings repaid	439.31	2387.71	1098.08	(2051.62)
	(Increase)/Decrease in Other Bank Balances	63.41	7.49	(76.09)	(82.88)
	Increase/(Decrease) in non- Current Assets	(580.53)	460.90	(489.38)	(0.00)
	Interest paid	(90.59)	(130.79)	(110.74)	(215.44)
	Net cash introduced from / (used in) financing activities (C)	(1000.41)	535.86	(664.65)	(1500.39)
	Net (decrease)/increase in Cash & Cash Equivalents (A+B+C)	860.53	(1193.66)	1498.84	(309.26)
	Cash and cash equivalents at the beginning of the year (1)	3101.64	4295.31	2796.47	3105.73
	Cash and cash equivalents at the end of the year (2)	3962.18	3101.64	4295.31	2796.47
	Net Cash and Cash Equivalents (2-1)	860.53	(1193.66)	1498.84	(309.26)

Notes

Sr. No.	Particulars	For the Period/ Year ended on			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Component of Cash and Cash equivalents				

	Cash on hand	2.86	3.61	1.21	1.39
	Balance With banks	322.92	357.28	1309.31	1279.93
	FD with Bank	3636.40	2740.75	2984.78	1515.15
	Total	3962.18	3101.64	4295.31	2796.47
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	The accompanying significant accounting policies, Restated notes to accounts and notes on adjustments for Restated financial Statement are an integral part of this statement.				

**As per our report of even date
For SHAH GUPTA & Co
Chartered Accountants
Firm Reg No. 109574W**

**For and on behalf of the Board of Directors
KAMSONS POLYMERS LIMITED**

**Bharat P. Vasani
Partner
Membership no. 040060**

Navin R Mehra
Managing Director
DIN: 01266845

Kunal Mehra
Whole Time Director
DIN: 05267266

Place: Mumbai
Date: January 10, 2025
UDIN: 25040060BMILLF6318

Pradip Shivshankar Joshi
Chief Financial Officer

Neha Kanodia
Company Secretary and
Compliance Officer
M. No.: A27578

Annexure IV
Significant Accounting policies forming part of the Financial Statements

COMPANY OVERVIEW

Our company was originally formed as Private Limited Company in the name and style of “Supreme Drugs Private Limited” vide Certificate of Incorporation dated February 04, 2005 issued by Registrar of Companies, Maharashtra bearing CIN U24230MH2005PTC151012. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016, the name of our Company was changed from “Supreme Drugs Private Limited” to “Kamsons Polymers Private Limited” and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai vide certificate dated February 12, 2016. Subsequently, our Company was converted into a Public Limited Company vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting, held on June 22, 2024 and consequently the name of our Company was changed from “Kamsons Polymers Private Limited” to “Kamsons Polymers Limited” vide a certificate of Incorporation consequent upon conversion to public company dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U24230MH2005PLC151012.

We are primarily engaged in the business of manufacturing and trading of acrylic emulsions and polyurethane dispersions (PUD) which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather.

Significant Accounting Policies

(a) Basis of Preparation:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

(a.1) Basis of Preparation of Restated Financial Information:

The Restated Statement of Assets and Liabilities (Annexure I) of the Company as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the financial period/year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (hereinafter collectively referred to as “Restated Financial Information”) have been extracted by the management from the audited financial statements for the March 31, 2024, 2023, and 2022, approved by the respective Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(b) USE OF ESTIMATES:

The preparation of financial statements is in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets, liabilities, revenue and expenses in future periods.

(c) Accounting Convention:

1. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer except exports. Export sales has been recognised at the time of removal of goods from factory at invoice value (whether FOB or CIF) on the basis of exchange rates declared by Custom Department in the shipping bills. Sales are disclosed net of GST, trade discounts and returns, as applicable.

Interest Income

Interest income is recognised on accrual basis at applicable interest rate on time proportion basis.

Other Income

Other incomes are recognised on the basis of certainty its ultimate collection.

Other Operational Revenue

Duty Drawback and Export incentives are recorded in books of accounts when there is reasonable certainty to receive the same as income or adjust against expenses and booked on accrual basis.

2. Property, Plant and Equipment & Intangible Assets:

Fixed assets 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. Fixed assets have been recorded in the books of the Company at WDV as per Companies Act, 2013.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance

(i) Tangible Assets

Property, Plant & Equipment are recorded at cost of acquisition less accumulated depreciation, if any. The Property, Plant and Equipment's individually valued below Rs. 5,000 are treated as expenditure. Property, Plant and Equipment's except Land is depreciated on Written Down Value (WDV) Method on the basis of useful life prescribed under Schedule II of The Companies Act, 2013, other than mentioned below:

S.no.	Nature of Asset	Location	Method of Depreciation	Useful Life
1	Leasehold Improvements	K-30/8, Anand Nagar Additional Ambernath, MIDC, Ambernath, Thane, Maharashtra, 421506	WDV	30

(ii) Intangible Assets

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalised. Depreciation on Intangible assets is calculated on Written down value method.

(iii) Capital Work in Progress

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-progress. Property, Plant and Equipment under construction or installation, included in capital work-in-progress are not depreciated.

(iv) Depreciation:

Depreciation on Tangible Property, Plant & Equipment is provided on written down method at the manner specified in Schedule II to the Companies Act, 2013. The useful life as determined under Part C of Schedule II of the Companies Act, 2013 is considered for depreciating the Tangible Property, Plant & Equipment on its remaining useful life's. Depreciation is not recorded on Capital Work-in-progress until installation are complete and are complete and assets are ready for its intended use.

(3) Impairment:

At each balance sheet date, the Company assess whether there is any indication that the Property, Plant & Equipment have suffered an impairment loss. As per the assessment conducted by the Company at September 30, 2024, there were no indications that the Property, Plant & Equipment has suffered an impairment loss. If the carrying amount of Property, Plant & Equipment exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of future cash flows. 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.

(4) Inventories:

Inventories are measured at lower of the cost and net realisable value. Cost of inventories comprises all costs of purchase (net of input credits i.e. GST), cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of Stores and Spares, raw materials, trading and other products are determined on weighted average basis. Cost of finished stock is determined by the absorption costing method.

(5) Investments:

(a) Current Investments: Current Investments are carried at Cost or NRV whichever is less, determined by category of investment.

(b) Non-Current Investments: Long-term investments are stated at cost less provision for diminution other than temporary, if any, in value of such investments.

(6) Employee benefits:

Employee benefits such as salaries, allowances, and other employee benefits are charged as expenses to the profit and loss account in the period in which the service is rendered.

All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

In the restated financial statements for FY 2021-22, the Company has made provision for payment of Gratuity to its employees, based on the actuarial valuation report obtained from actuarial valuer.

(7) Foreign Currency Transactions:

a) Initial Recognition: -

Foreign currency transaction is recorded at Exchange rate prevailing on the date of transaction.

b) Conversion

The foreign currency monetary items consisting of amount received in advance, trade receivable, payable and balance in bank a/c at the end of the year have been restated at the rate prevailing at the balance sheet date.

c) Exchange difference

The exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statement are recognised as income or expense when they arise as per Accounting Standard- 11 (Revised 2005) on "Accounting for the effects in Foreign Exchange rates" issued by the Institute of Chartered Accountants of India, except to the extent of exchange differences which are regarded as adjustment to interest cost on foreign currency borrowing that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets (as per AS 16 Borrowing Cost).

(8) Borrowing Cost:

The Borrowing cost attributable to the acquisition of qualifying Property, Plant & Equipment as defined in Accounting Standard 16 on "Borrowing Costs" are capitalized as part of the cost of Property, Plant & Equipment. All other borrowing cost are charged to profit and loss account. There are no Term loans which are taken by the Company for the purpose of Capital Assets from FY 21-22, FY 22-23, FY 23-24 and for period ending on September 30,2024.

(9) Taxes on Income:

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that been enacted or substantially enacted at the balance sheet date on timing difference between accounting income and taxable income that originate in one year and are capable of being reversal in one or more subsequent year. In respect of unabsorbed depreciation / carry forward of losses (if any) under the tax , laws deferred tax asset are recognized only to the extent that there is virtual certainty that future taxable income will be available against such deferred tax asset can be realized.

(10) Provisions and Contingent Liabilities:

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the AS 29. Provisions represent liabilities for which the amount or timing is uncertain. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or nonoccurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably and are disclosed by way of notes. Contingent assets are neither provided nor disclosed in the financial statements.

(11) Earnings per share

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(12) CASH FLOW STATEMENT

Cash flows are reported using the indirect method as prescribed in Accounting Standard 3 'Cash Flow Statement' whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

(13) CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

(14) SEGMENT REPORTING

The Company has only one reportable segment.

(15) 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 Company 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 Company, 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 Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

(16) EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period.

(17) Figures have been rounded off to the multiple of lakhs.

Annexure V
RESTATEMENT ADJUSTMENT AND MATERIAL GROUPINGS

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Profit after tax as per audited financial statements (A)	1352.14	2364.33	1732.95	1790.47
<u>Adjustments to net profit as per audited financial statements (B)</u>				
Increase / Decrease in Expenses/Income				
Gratuity provision under employee benefit expense (Note 1 below)	-	0.00	(10.83)	(9.31)
Audit Fees provision (Note 2 below)	-	5.81	0.00	(5.50)
Bonus and Leave salary payable provision (Note 3 below)	-	14.81	(0.87)	(21.33)
MSME Interest provision	-	(2.24)	(13.63)	(4.00)
Provision of Tax (Note 4 below)	-	8.92	15.77	(12.76)
Foreign Exchange Loss	-	(0.09)	(0.14)	(8.29)
Deferred Tax Liability / Asset Adjustments	-	(5.49)	2.73	14.94
Total Adjustments	0.00	21.72	(6.97)	(46.25)
Restated profit after tax for the period/ years (A+B)	1352.14	2386.05	1725.98	1744.22

Note:

1 The provision for leave encashment has been done in all years covered for restatement as per Actuarial Valuation done by the Company and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits.

2 Provision for Audit fees in previous years are now done on accrual basis and reversed in next year for payments done.

3 Bonus and Leave Salary payable provisions are now done on accrual basis in restated Financial Statement and reversed in next year when payments are made

4 Provision of Tax and deferred Tax impacts are done on above restatement impacts and restated figures are accordingly adjusted in Tax expenses.

RECONCILIATION OF EQUITY AND RESERVES:

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Equity and Reserves as per Audited Balance sheet (A)	9727.58	8386.80	6092.68	4359.73
<u>Restatement Adjustments for (B):</u>				
Provision for Gratuity	0.00	0.00	0.00	(50.06)
Due to Change in P&L as stated above (Refer Note 1)	0.00	(11.36)	(103.29)	(46.26)
Equity and Reserves as per Restated Balance sheet (A+B)	9727.58	8375.44	5989.39	4263.42

Notes

1. Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve and Surplus due to the restated effect on the profit / (loss) of prior period. Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

NOTE-1
RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

The previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly amounts and other disclosure for the preceding years are included as an integral part of the current year financial statement and are to be read in relation to the amounts and other disclosure relating to the current year

(₹ in Lakhs, Except Share Data)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Share Capital				
<u>Authorised*</u>				
Number of Equity shares of Rs. 10 each	1,000,000	1,000,000	1,000,000	1,000,000
Equity Share Capital	100.00	100.00	100.00	100.00
Total	100.00	100.00	100.00	100.00
<u>Issued*</u>				
Number of Equity shares of Rs. 10 each	10,000	10,000	10,000	10,000
Equity Share Capital	1.00	1.00	1.00	1.00
<u>Subscribed and fully paid up*</u>				
Number of Equity shares of Rs. 10 each	10,000	10,000	10,000	10,000
Equity Share Capital	1.00	1.00	1.00	1.00
Total	1.00	1.00	1.00	1.00

*Pursuant to sub division of shares dated August 22, 2024 the face value of equity shares changed from Rs.100/- per share to Rs. 10/- per share and accordingly the number of shares at the end of September 30, 2024, March 31, 2024, 2023 and 2022 is 10,000.

1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- iii. During the immediately preceding five years, the company has not issued any bonus equity shares. However, on December 14, 2024 company has issued 1,85,00,000 Bonus shares in the ratio of 1850:1 to existing shareholder.

2. The reconciliation of the number of Equity shares outstanding

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
<i>Number of Equity shares of Rs. 10 each</i>				
i outstanding at the beginning	10,000	10,000	10,000	10,000
ii Issued during the period/year	-	-	-	-
iii bought back during the period/year	-	-	-	-
iv outstanding at the end	10,000	10,000	10,000	10,000

3. Details of shares held by each shareholder holding more than 5% shares

Sr. No.	Name of Shareholder	As at			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Kamsons Chemicals Private Limited	5,500	5,500	5,500	5,500
2	Navin R Mehra	2,670	2,700	900	900
3	Lt. Ramankumar Lalchand Mehra	-	900	900	900
4	Kunal Mehra	900	900	900	900
5	Kamlesh Raman Mehra	-	-	900	900
6	Sapna Mehra	900		900	900

7	Sanjana Navin Mehra	10			
8	Vicky Gobind Sidhwani	10			
9	Navin Raman Mehra (HUF)	10	-		

4. Disclosure of Shareholding of Promoters

i. Shares held as at September 30, 2024

Sr. No.	Name of Shareholder	No. of Shares	% of total Shares	% change during the year
1	Kamsons Chemicals Private Limited	5,500	55.00%	-
2	Navin R Mehra	2,670	26.70%	-0.30%
3	Sapna Mehra	900	9.00%	100%
4	Kunal Mehra	900	9.00%	-
5	Navin Raman Mehra (HUF)	10	0.10%	0.10%
6	Sanjana Navin Mehra	10	0.10%	0.10%
7	Vicky Gobind Sidhwani	10	0.10%	0.10%
8	Lt. Ramankumar Lalchand Mehra	-	0.00%	-100%
		10,000	100%	

ii. Shares held as at March 31, 2024

Sr. No.	Name of Shareholder	No. of Shares	% of total Shares	% change during the year
1	Kamsons Chemicals Private Limited	5,500	55.00%	-
2	Navin R Mehra	2,700	27.00%	18%
3	Lt. Ramankumar Lalchand Mehra	900	9.00%	-
4	Kunal Mehra	900	9.00%	-
5	Kamlesh Raman Mehra	-	0.00%	-9%
6	Sapna Mehra	-	0.00%	-9%
	Total	10,000	100%	-

iii. Shares held as at March 31, 2023

Sr. No.	Name of Shareholder	No. of Shares	% of total Shares	% change during the year
1	Kamsons Chemicals Private Limited	5,500	55.00%	-
2	Navin R Mehra	900	9.00%	-
3	Lt. Ramankumar Lalchand Mehra	900	9.00%	-
4	Kunal Mehra	900	9.00%	-
5	Kamlesh Raman Mehra	900	9.00%	-
6	Sapna Mehra	900	9.00%	-
	Total	10,000	100%	-

Shares held as at March 31, 2022

Sr. No.	Name of Shareholder	No. of Shares	% of total Shares	% change during the year
1	Kamsons Chemicals Private Limited	5,500	55.00%	-
2	Navin R Mehra	900	9.00%	-
3	Lt. Ramankumar Lalchand Mehra	900	9.00%	-
4	Kunal Mehra	900	9.00%	-
5	Kamlesh Raman Mehra	900	9.00%	-
6	Sapna Mehra	900	9.00%	-
	Total	10,000	100%	-

Reserves and surplus

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
<i>Surplus / (Deficit) in Statement of Profit and Loss</i>				
Opening balance	8374.44	5988.39	4262.42	2568.26

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Add: Profit / (Loss) for the year	1352.14	2386.05	1725.98	1744.22
Less: Provision of Gratuity of Previous years	0.00	0.00	0.00	(50.06)
Closing balance('C)	9726.58	8374.44	5988.39	4262.42
Total	9726.58	8374.44	5988.39	4262.42

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Company does not have any Revaluation Reserve.
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, I, II and III.

Note – 2

RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Opening Balance of Deferred Tax (Asset) / Liability (A)	(22.29)	(5.49)	(0.35)	12.64
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	1.58	(2.43)	(2.41)	1.95
(DTA) / DTL on account of Gratuity provision	(2.26)	(3.06)	(2.73)	(14.94)
(DTA) / DTL on account of Sec. 43B of Income Tax Act	11.32	(11.32)	0.00	0.00
Closing Balance of Deferred Tax (Asset) / Liability (B)	(11.64)	(22.29)	(5.49)	(0.35)
Current Period/ Year Provision (B-A)	10.65	(16.80)	(5.14)	(12.99)

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, I, II and III.

Note – 3

RESTATED STATEMENT OF LONG-TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
a. Provision for employee benefits				
Gratuity Provision - Long Term (Refer Note 34)	57.14	51.63	61.51	52.98
b. Others	0.00	0.00	0.00	0.00
Total	57.14	51.63	61.51	52.98

- (a) As per Accounting Standard 15 - "Employee Benefits", the disclosure of Employee Benefits as defined in the accounting standard are given below:

Defined Benefit Plan: Present value of gratuity is determined based on actuarial valuation using the projected unit credit method.

- (b) Provision for leave encashment has been made on the basis of general estimates of the company, considering leave earned by the employee and last drawn salary.

Note – 4

RESTATED STATEMENT OF SHORT-TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Short-term borrowings				
Secured				
Loans repayable on demand				
From Banks				

Citi Bank	0.00	0.00	415.67	593.04
Axis Bank Ltd	0.00	421.52	0.00	0.00
Total Secured Short-term Borrowings (A)	0.00	421.52	415.67	593.04
Unsecured				
From Others (refer note 26)	490.01	461.19	268.78	79.85
Total Unsecured Short-term Borrowings (B)	490.01	461.19	268.78	79.85
Total (A+B)	490.01	882.71	684.45	672.89

Note:

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE- 4(A) and NOTE -4(B)
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 Company does not have any continuing default in repayment of loans and interest as on the reporting date.
4. The company is not declared as "wilful defaulter" by any bank or financial Institution or other lender as on the reporting date.
5. 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, I, II and III.

Note - 4(A)

**RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED TERM LOANS AND ASSETS CHARGED AS SECURITY
(A) RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

Sr.No.	Name of Lender Bank	Purpose	Sanctioned Amount (In Lakhs)	Rate of interest	Primary & Collateral Security	Re-payment Schedule	Outstanding amount as at (as per Books) (Rs. Lakhs)			
							30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Citi Bank	Cash Credit /Working Capital Demand Loan (Foreign Currency Loan)	600.00	2.94%	Refer Note 1 and Note 2 (i)	12 months/Repayable on demand	0.00	0.00	415.67	593.04
2	Axis Bank	Cash Credit /Working Capital Demand Loan	450.00	Repo + 3%		12 months/Repayable on demand	0.00	421.52	0.00	0.00
3	Abhyudaya Bank	Cash Credit	200.00	11.75%	Refer Note 2 (ii)	12 months/Repayable on demand	0.00	0.00	0.00	0.00
4	HDFC Bank	Cash Credit	25.00	10.1%	Refer Note 2 (iii)	12 months/Repayable on demand	0.00	0.00	0.00	0.00
		Overdraft Facility	67.50	8.60%	Refer Note 2 (iv)	Repayable on demand	0.00	0.00	0.00	0.00

Notes:

1. Facilities from Citi Bank is taken over by by Axis Bank in FY 2023-2024.

2.Details of Primary and Collateral Security:

(i)Security details: Pledge on Debt Mutual Funds of Rs. 780 lakhs of Kamsons Chemicals Private Limited and Corporate Guarantee of Kamsons Chemicals Private Limited.

(ii) Security Details:

Primary

1. Hypothecation of Stock of Raw materials, Semi finished goods, Finished Goods.
2. Hypothecation of Books Debts arising out of genuine trade transactions outstanding not more than 90 days.

Collateral

1. Equitable Mortgage of following properties for the credit facilities:

- a) Factory Land and Building at Plot No: K-30/7 Anand Nagar, Ambernath East, Industrial Area MIDC.
- b) Hypothecation of Plant and Machineries.
- c) Continue Lein on existing Term Deposits for BG/LC.

Sureties given by:

1. Kamsons Chemicals Private Limited
2. Navin R Mehra
3. Kunal Mehra
4. Sapna Mehra

(iii) Security details:

Primary: Lein margin hypothecation of current assets (hypothecation on stock, hypothecation of book debts).

Collateral: Personal Guarantee of Navin R Mehra, Kunal Mehra, Sapna Mehra and other security providers/ property owners if any and Corporate Guarantee of Kamsons Chemicals Private Limited.

iv) Hypothecation of Fixed deposits of Rs. 75 Lakhs.

(B) Quarterly statements of current assets filed by the Company with the banks are in agreement with the books of accounts.

As at September 30, 2024

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Abhyudaya Bank and Axis Bank	Trade Receivables	5495.43	5504.77	(9.34)	Refer Note 1 and 2
Q2	Abhyudaya Bank and HDFC Bank	Trade Receivables	5824.42	5808.74	15.68	
		Inventories	1881.44	378.62	1502.83	

As at March 31, 2024

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Abhyudaya Bank and Axis Bank	Trade Receivables	4845.48	4790.81	54.67	Refer Note 1 and 2
Q2	Abhyudaya Bank and Axis Bank	Trade Receivables	4594.52	4676.50	(81.98)	
Q3	Abhyudaya Bank and Axis Bank	Trade Receivables	4182.65	4115.37	67.28	
Q4	Abhyudaya Bank and Axis Bank	Trade Receivables	3643.43	3651.18	(7.76)	
		Inventories*	2135.15	245.95	1889.20	

As at March 31, 2023

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Abhyudaya Bank and Citi Bank	Trade Receivables	4844.68	4897.85	(53.17)	Refer Note 1 and 2
Q2	Abhyudaya Bank and Citi Bank	Trade Receivables	3979.09	4020.11	(41.02)	
Q3	Abhyudaya Bank and Citi Bank	Trade Receivables	4150.51	4173.58	(23.07)	
Q4	Abhyudaya Bank and Citi Bank	Trade Receivables	2782.35	2730.07	52.28	
		Inventories*	787.08	251.58	535.50	

As at March 31, 2022

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Abhyudaya Bank and Citi Bank	Trade Receivables	3889.08	3950.00	(60.92)	Refer Note 1 and 2
Q2	Abhyudaya Bank and Citi Bank	Trade Receivables	6211.42	6245.05	(33.63)	
Q3	Abhyudaya Bank and Citi Bank	Trade Receivables	5072.49	5138.12	(65.63)	
Q4	Abhyudaya Bank and Citi Bank	Trade Receivables	3948.48	3986.69	(38.21)	
		Inventories*	582.18	524.47	57.71	

Note:

1) The quarterly statements submitted to banks are based on unaudited financial information in the interim period and are extracted from the books and records of the Company which are net of advances received from customers.

2) **Reason for Variance:**

1. The Company submits the quarterly stock statement with the stock data to the extent required to meet the balance of the sanctioned facility limit assigned by the Banks.

2. The discrepancy is on account of the details being submitted on the basis of provisional books. Adjustments pertaining to cut offs, goods in transit, overhead allocation on work-in-progress and finished goods, etc. are done only on finalisation of books of accounts/financial statements.

Note - 4(B)

RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

Name of Lender	Purpose	Rate of interest (P.A.)	Re-Payment Schedule	Outstanding amount as at (as per Books) (Rs. Lakhs)			
				30.09.2024	31.03.2024	31.03.2023	31.03.2022
Kamlesh Raman Mehra	Business Loan	12%	On Demand	0.00	0.00	33.33	34.45
Kunal Mehra	Business Loan	12%	On Demand	183.09	134.17	58.16	7.54
Navin R Mehra	Business Loan	12%	On Demand	147.05	171.00	32.33	2.47
Raman Mehra	Business Loan	12%	On Demand	0.00	0.00	122.76	32.83
Sapna Mehra	Business Loan	12%	On Demand	159.88	156.01	22.20	2.56
Total				490.01	461.19	268.78	79.85

Note - 5

RESTATED STATEMENT OF TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Trade payables				
For Goods and Services				
Trade payable - Micro and small enterprises	448.53	571.95	423.14	55.15
Trade payable - Other than micro and small enterprises	4354.84	2975.85	2357.56	3288.66
Total	4803.37	3547.80	2780.71	3343.81

Trade Payables ageing schedule - As at 30.09.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
MSME	429.37	0.00	19.16	0.00	0.00	0.00	448.53
Others	3703.31	0.00	650.78	0.75	0.00	0.00	4354.84
Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	4132.68	0.00	669.94	0.75	0.00	0.00	4803.37

Trade Payables ageing schedule - As at 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
MSME	410.64	0.00	161.30	0.00	0.00	0.00	571.95
Others	2766.98	0.00	208.83	0.04	0.00	0.00	2975.85
Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	3177.62	0.00	370.14	0.04	0.00	0.00	3547.80

Trade Payables ageing schedule - As at 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
MSME	227.40	0.00	195.73	0.00	0.01	0.00	423.14
Others	1551.32	0.00	806.15	0.00	0.00	0.09	2357.56
Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	1778.73	0.00	1001.87	0.00	0.01	0.09	2780.71

Trade Payables ageing schedule - As at 31.03.2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
MSME	37.88	0.00	17.27	0.00	0.00	0.00	55.15
Others	3129.95	0.00	158.61	0.00	0.00	0.10	3288.66
Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disputed dues – Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	3167.83	0.00	175.88	0.00	0.00	0.10	3343.81

Note:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- 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.
- 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, I, II and III.

The following is the disclosure with regards to interest on MSME creditors

(₹ in Lakhs)

Particulars	30.09.2024	31.03.2024	31.03.2023	31.03.2022
a) (i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	425.97	552.08	405.52	51.14
(ii) The interest due on above	2.69	2.24	13.63	4.00
The total of (i) & (ii)	428.65	554.32	419.14	55.15
b) The amount of interest paid by the buyer in terms of section 16 of the Act	0.00	0.00	0.00	0.00
c) 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)	2.69	2.24	13.63	4.00

d) The amounts of interest accrued and remaining unpaid at the end of financial year	0.00	2.24	13.63	4.00
e) 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.	0.00	0.00	0.00	0.00

The above information has been determined to the extent such parties have been identified on the basis of information available with the group company and the same has been relied upon by the auditors

Note – 6

RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Other payables				
Statutory Dues	74.47	32.53	25.44	34.19
Payables for Expenses	408.10	242.59	227.44	257.48
Interest Accrued and Due on borrowings	30.39	6.60	0.00	0.00
Advances from customers	38.93	63.30	24.77	94.85
Total	551.90	345.01	277.64	386.52

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, I, II and III.

Note – 7

RESTATED STATEMENT OF OTHER SHORT-TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Provision for employee benefits (Gratuity)	34.17	30.72	8.69	6.39
Provision for tax (net of advance tax & TDS)	43.07	136.23	142.28	144.47
Total	77.24	166.95	150.97	150.86

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, I, II and III.

Note – 8

RESTATED STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Period as on September 30, 2024:

(₹ in Lakhs)

Particulars	Gross block			Accumulated Depreciation					Net Block	
	Balance			Balance	Balance	Depre- ciation	Deduc- tion	Balance	As at	As at
	as at	Additions	Disposals	as at	as at	for the	for the	as at		
	01.04.2024			30.09.2024	01.04.2023	Period /year	Period /year	30.09.2024	30.09.2024	31.03.2023
A) Tangible Assets										
Land										
Leasehold	20.68	0.00	0.00	20.68	0.00	0.00	0.00	0.00	20.68	20.68
Buildings										
Factory Building	196.92	0.00	0.00	196.92	98.09	4.71	0.00	102.79	94.13	98.84
Leasehold Improvements	26.88	0.00	0.00	26.88	6.32	0.98	0.00	7.30	19.58	20.56
Plant and Equipment	601.91	7.23	0.00	609.14	323.99	20.25	0.00	344.25	264.89	277.91
Vehicles	83.63	0.00	0.00	83.63	31.94	8.09	0.00	40.04	43.59	51.69
Office Equipment	6.35	0.36	0.00	6.71	5.31	0.26	0.00	5.57	1.13	1.03
Furniture & Fixtures	7.94	2.50	0.00	10.44	5.10	0.49	0.00	5.60	4.84	2.83
Others										
Lab Equipment	2.54	0.00	0.00	2.54	2.05	0.06	0.00	2.12	0.43	0.49
Computer	3.18	1.43	0.00	4.61	2.92	0.34	0.00	3.26	1.35	0.26
Total	950.02	11.53	0.00	961.55	475.73	35.19	0.00	510.92	450.63	474.30
B) Intangible Assets										
Trademark	5.15	0.00	0.00	5.15	1.91	0.57	0.00	2.48	2.67	3.24
C) Capital Work in Progress										
Plant And Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	955.17	11.53	0.00	966.70	477.64	35.76	0.00	513.40	453.31	477.54

Capital work-in-progress ageing schedule - As at 30.09.2024

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<u>Building under Construction</u>	0.00	0.00	0.00	0.00	0.00
Add : Addition During the year	0.00	0.00	0.00	0.00	0.00
Less: Transferred to Building	0.00	0.00	0.00	0.00	0.00

Total	0.00	0.00	0.00	0.00	0.00
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Note 1: There has been no Capital Work in Progress which has exceeded its cost compared to its original plan

FY 2023-24

(₹ in Lakhs)

Particulars	Gross block			Accumulated Depreciation				Net Block		
	Balance			Balance	Balance	Depre- ciation	Deduc- tion	Balance	As at	As at
	as at	Additions	Disposals	as at	as at	for the	for the	as at		
	01.04.2023			31.03.2024	01.04.2023	Period /year	Period /year	31.03.2024	31.03.2024	01.04.2023
A) Tangible Assets										
Land										
Lease Hold	20.68	0.00	0.00	20.68	0.00	0.00	0.00	0.00	20.68	20.68
Buildings										
Factory Building	196.92	0.00	0.00	196.92	87.71	10.38	0.00	98.09	98.84	109.21
Leasehold Improvements	26.88	0.00	0.00	26.88	4.16	2.16	0.00	6.32	20.56	22.72
Plant and Equipments	570.22	31.69	0.00	601.91	278.47	45.53	0.00	323.99	277.91	291.75
Office Equipment	6.35	0.00	0.00	6.35	4.40	0.92	0.00	5.31	1.03	1.95
Furniture & Fixtures	7.94	0.00	0.00	7.94	4.11	0.99	0.00	5.10	2.83	3.82
Other										
Lab Equipment	2.54	0.00	0.00	2.54	1.88	0.17	0.00	2.05	0.49	0.66
Computer	2.85	0.33	0.00	3.18	2.65	0.27	0.00	2.92	0.26	0.20
Vehicle	34.03	49.60	0.00	83.63	22.69	9.26	0.00	31.94	51.69	11.34
Total	868.41	81.62	0.00	950.02	406.07	69.66	0.00	475.73	474.30	462.34
B) Intangible Assets										
Trademark	5.15	0.00	0.00	5.15	0.78	1.13	0.00	1.91	3.24	4.37
C) Capital Work in Progress										
Plant And Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	873.56	81.62	0.00	955.17	406.85	70.79	0.00	477.64	477.54	466.71

Capital work-in-progress ageing schedule - As at 31.03.2024

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Plant and Machinery					

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Add: Addition During the year	0.00	0.00	0.00	0.00	0.00
Less: Transferred to Plant & Machinery	(17.01)	0.00	0.00	0.00	(17.01)
Total	0.00	0.00	0.00	0.00	0.00

Note 1: There has been no Capital Work in Progress which has exceeded its cost compared to its original plan

FY 2022-23

(₹ in Lakhs)

Particulars	Gross block			Accumulated Depreciation				Net Block		
	Balance			Balance	Balance	Depre- ciation	Deduc- tion	Balance	As at	As at
	as at	Additions	Disposals	as at	as at	for the	for the	as at		
	01.04.2022			31.03.2023	01.04.2022	Period /year	Period /year	31.03.2023	31.03.2023	01.04.2022
A) Tangible Assets										
Land										
Land - Lease Hold	20.68	0.00	0.00	20.68	0.00	0.00	0.00	0.00	20.68	20.68
Buildings										
Factory Building	196.92	0.00	0.00	196.92	76.25	11.46	0.00	87.71	109.21	120.68
Leasehold Improvements	26.88	0.00	0.00	26.88	1.78	2.38	0.00	4.16	22.72	25.10
Plant And Equipment	557.20	13.02	0.00	570.22	229.44	49.02	0.00	278.47	291.75	327.76
Office Equipment	4.51	1.84	0.00	6.35	3.60	0.80	0.00	4.40	1.95	0.91
Furniture & Fixtures	6.76	1.17	0.00	7.94	2.98	1.13	0.00	4.11	3.82	3.78
Others										
Lab Equipment	2.39	0.15	0.00	2.54	1.70	0.18	0.00	1.88	0.66	0.69
Computer	2.76	0.09	0.00	2.85	2.38	0.27	0.00	2.65	0.20	0.38
Vehicles	34.03	0.00	0.00	34.03	17.54	5.15	0.00	22.69	11.34	16.50
Total	852.14	16.27	0.00	868.41	335.66	70.41	0.00	406.07	462.34	516.48
B) Intangible Assets										
Trademark	0.00	5.15	0.00	5.15	0.00	0.78	0.00	0.78	4.37	0.00
C) Capital Work in Progress										
Plant And Machinery	0.00	17.01	0.00	17.01	0.00	0.00	0.00	0.00	17.01	0.00
Total	852.14	38.42	0.00	890.56	335.66	71.18	0.00	406.85	483.72	516.48

Capital work-in-progress ageing schedule - As at 31.03.2023

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
<u>CWIP Plant & Machinery</u>					
Add: Addition During the year	17.01	0.00	0.00	0.00	17.01
Total	17.01	0.00	0.00	0.00	17.01

Note 1: The Capital work in progress of Rs.17.01 lakh is not overdue as compared to its original plan and has not exceeded its cost compared to original plan.

FY 2021-22

(₹ in Lakhs)

Particulars	Gross block			Accumulated Depreciation				Net Block		
	Balance			Balance	Balance	Depre- ciation	Deduc- tion	Balance	As at	As at
	as at	Additions	Disposals	as at	as at	for the	for the	as at		
	01.04.2021			31.03.2022	01.04.2021	Period /year	Period /year	31.03.2022	31.03.2022	31.03.2021
Land										
Land - Lease Hold	20.68	0.00	0.00	20.68	0.00	0.00	0.00	0.00	20.68	20.68
Buildings										
Factory Building	195.39	1.53	0.00	196.92	67.03	9.22	0.00	76.25	120.68	128.36
Leasehold Improvements	0.00	26.88	0.00	26.88	0.00	1.78	0.00	1.78	25.10	0.00
Plant And Equipment	506.07	51.13	0.00	557.20	188.56	40.89	0.00	229.44	327.76	317.51
Office Equipment	4.17	0.34	0.00	4.51	3.30	0.30	0.00	3.60	0.91	0.87
Furniture & Fixtures	6.76	0.00	0.00	6.76	2.06	0.92	0.00	2.98	3.78	4.70
Others										
Lab Equipment	2.39	0.00	0.00	2.39	1.53	0.17	0.00	1.70	0.69	0.86
Computer	2.76	0.00	0.00	2.76	2.04	0.35	0.00	2.38	0.38	0.73
Vehicle	34.03	0.00	0.00	34.03	12.46	5.08	0.00	17.54	16.50	21.57
Total	772.26	79.88	0.00	852.14	276.97	58.69	0.00	335.66	516.48	495.28
B) Intangible Assets										
Trademark	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
C) Capital Work in Progress										
Plant And Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	772.26	79.88	0.00	852.14	276.97	58.69	0.00	335.66	516.48	495.28

Capital work-in-progress ageing schedule - As at 31.03.2022

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
<u>CWIP Plant & Machinery</u>					
Add : Addition During the year	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00

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, I, II and III.

Note - 9

RESTATED STATEMENT OF NON- CURRENT INVESTMENT

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
(I) Non-Trade Investments				
Unquoted Investments				
Investment in Equity instruments (Abhyudaya Co Op Bank Ltd.)	25.00	25.00	25.00	25.00
Fully Paid up 250000 shares having Nominal value of Rs. 10				
Total Non-Trade Investments	25.00	25.00	25.00	25.00
Total	25.00	25.00	25.00	25.00

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, I, II and III.

Note – 10

RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Security deposits	39.66	38.46	35.44	33.52
Fixed Deposits held as margin money or security against borrowings, guarantees and other commitments (maturity more than 12 months)	631.60	51.06	511.97	22.59
Fixed Deposits not earmarked (maturity more than 12 months)	1314.66	1573.15	0.00	0.00
Total	1985.91	1662.67	547.40	56.10

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, I, II and III.

Note – 11
RESTATED STATEMENT OF INVENTORIES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Raw materials	519.87	637.46	403.27	367.68
- Raw materials at Port	1209.09	1246.74	222.54	13.09
Finished goods (other than those acquired for trading)	105.75	180.37	128.20	166.57
Trading Stock	24.17	49.67	6.95	11.84
Packing Materials	22.58	20.91	26.11	23.00
<i>(Valuation: Cost or NRV whichever is lower)</i>				
Total	1881.44	2135.15	787.08	582.18

Note:

1. Inventory has been physically verified by the management of the Company at the end of respective period/year.
2. 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, I, II and III.

Note – 12
RESTATED STATEMENT OF TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Trade receivables (Unsecured Considered Good)				
<u>Outstanding for a period exceeding six months</u>				
Dues From Related parties	0.00	0.00	0.00	0.00
Others	167.87	0.09	6.47	0.29
<u>Outstanding for a period not exceeding 6 months</u>				
Dues From Related parties	513.67	526.96	0.00	0.00
Others	5310.75	3116.47	2782.35	3948.48
Total	5992.29	3643.51	2788.82	3948.76

Trade Receivables ageing schedule - As at 30.09.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	Total
Undisputed Trade Receivables – considered good	5824.42	167.87	0.00	0.00	0.00	5992.29
Undisputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	5824.42	167.87	0.00	0.00	0.00	5992.29

Trade Receivables ageing schedule - As at 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed Trade Receivables – considered good	3643.43	0.09	0.00	0.00	0.00	3643.51
Undisputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	3643.43	0.09	0.00	0.00	0.00	3643.51

Trade Receivables ageing schedule - As at 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed Trade Receivables – considered good	2782.35	0.02	6.45	0.00	0.00	2788.82
Undisputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	2782.35	0.02	6.45	0.00	0.00	2788.82

Trade Receivables ageing schedule - As at 31.03.2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed Trade Receivables – considered good	3948.48	0.02	0.26	0.00	0.00	3948.76
Undisputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	3948.48	0.02	0.26	0.00	0.00	3948.76

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, 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.
- Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

Note – 13

RESTATED STATEMENT OF CASH & BANK BALANCE

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
i). Cash and Cash Equivalents				

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
a) Balances with banks				
In current accounts	322.92	357.28	1309.31	1279.93
b) Cash on hand	2.86	3.61	1.21	1.39
c) Others				
<i>Fixed deposits with Bank (maturity less than 3 months)</i>				
Fixed Deposits held as margin money or security against borrowings, guarantees and other commitments	-	512.86	11.54	547.97
Fixed Deposits not earmarked	3636.40	2227.89	2973.23	967.18
ii). Other bank balances				
<i>Fixed Deposit with (maturity more than 3 months)</i>				
Fixed Deposits held as margin money or security against borrowings, guarantees and other commitments	88.08	151.49	158.98	82.88
Fixed Deposits not earmarked	1117.94	1663.95	572.27	540.34
Total	5168.20	4917.08	5026.56	3419.69

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, I, II and III.
2. Fixed Deposits with banks are pledged against LC/BG margin only.

Note – 14

RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
1). Loans and advances to related parties				
Unsecured (Refer Note 26)	0.17	0.17	74.30	0.00
2). Others				
a. Loans and advances to employees (Refer note 3 below)	9.13	11.28	9.50	12.24
b. Prepaid expenses	15.28	5.99	7.66	7.22
c. Balances with government authorities				
i. Income Tax	0.00	0.00	0.00	0.00
ii. GST	0.54	174.69	105.42	269.90
iii. Duty Drawback	35.52	44.06	20.74	26.56
d. Advances against purchase	123.09	244.95	61.11	5.99
Total	183.73	481.13	278.73	321.90

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, 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. Loans and advances given to employees are in nature of advances against salaries and not in nature of loans, therefore are not interest bearing.
4. 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

Type of Borrower	Amount of Loan or Advance in nature of Loans outstanding				Percentage to the total Loans and Advances in the nature of loans			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Promoters	0.17	0.17	74.30	0.00	100%	100%	100%	100%
Directors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KMP's	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Related Parties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Note – 15
RESTATED STATEMENT OF OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Forward Exchange Contracts (to the extent of Unamortized)	5.71	5.17	1.89	0.00
Total	5.71	5.17	1.89	0.00

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, I, II and III.

Note – 16
RESTATED STATEMENT OF REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Sale of products *				
Manufacturing	13273.16	23356.65	16563.03	16227.73
Acrylic Emulsion	12342.41	20974.05	14619.10	14805.00
PUD	930.75	2382.60	1943.92	1422.74
Trading	2115.18	4269.49	6683.26	11196.68
Butyl Acrylate Monomer	1313.09	3164.02	4575.08	6896.21
Methyl Methacrylate Monomer	162.08	161.30	217.85	540.21
Styrene Monomer	0.00	731.30	1061.89	1988.18
Normal Butanol	0.00	0.00	151.07	469.71
Cyclohexanone	0.00	0.00	422.66	0.00
Vinyl Acetate Monomer	0.00	0.00	0.00	1089.47
Others	640.02	212.87	254.70	212.90
	15388.34	27626.14	23246.28	27424.42
Other operating revenues comprise				
Duty Drawback Incentives	9.11	69.92	75.09	29.66
RoDTEP Incentives	28.33	79.67	88.09	27.97
Others	31.23	55.60	28.03	54.39
Total	15457.01	27831.33	23437.49	27536.44

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, I, II and III.

* Sale of product doesn't include the GST amount

Note – 17
RESTATED STATEMENT OF OTHER INCOME

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Net gain on foreign currency transactions and translation (<i>other than considered as finance cost</i>)	58.67	155.98	0.00	139.97
Interest income on security deposit	0.00	0.03	0.13	0.02
Interest income on Bank Fixed deposit	216.36	318.59	137.44	109.09
Interest on Income Tax Refund	0.00	0.00	0.00	0.41
Other Interest	0.00	5.21	4.64	0.00
Insurance Claim	0.00	0.00	0.00	6.16
Bad Debt Recovery	0.00	0.00	0.50	0.00
Unclaimed Credit Written off	0.00	0.00	0.00	0.47
Total	275.03	479.81	142.71	256.12

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, I, II and III.

Note – 18
RESTATED STATEMENT OF COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Opening stock	1884.19	625.81	380.77	370.40
Add: Purchases	10096.40	19329.59	12020.96	11632.11
Add: Custom duty and others	142.97	212.66	410.76	343.27
Less: Closing stock	1728.95	1884.19	625.81	380.77
Total	10394.62	18283.87	12186.67	11965.01

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, I, II and III.

1. Details of Raw Material Consumed:

Particulars	For the Year ended			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Acrylic Acid	38.42	141.79	111.17	108.59
Butyl Acrylate Monomer	2665.96	8299.67	4768.76	7579.85
Desmodur W (HMDI)	168.97	293.51	465.42	313.04
Igesol OPS-25 / Igesol AS-25	26.49	88.23	64.37	73.08
Lavatex 1000	101.63	198.48	223.64	159.62
Methyl Methacrylate Monomer (MMA)	906.59	709.28	407.03	111.16
RMMA Monomer (MMA)	167.88	164.25	258.78	277.71
Soluryl 90	365.62	641.32	570.63	413.58
Styrene Monomer	1696.42	4377.16	2712.79	2757.88
Others	4256.63	3370.19	2604.10	170.50
Total	10394.62	18283.87	12186.67	11965.01

2. Value of Imports on CIF basis

Particulars	For the Year ended			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Others	3307.79	6422.94	8828.65	12742.07
Total	3307.79	6422.94	8828.65	12742.07

2. Value of Purchases of Raw Materials

Particulars	For the Year ended			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Indigenous	8910.12	17271.86	10283.99	9942.07
Imported	3164.81	6210.28	8417.89	12398.81
Total	12074.93	23482.15	18701.88	22340.88

Note – 19
RESTATED STATEMENT OF PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Purchases of stock in trade	1978.53	4152.56	6680.92	10708.77
Total	1978.53	4152.56	6680.92	10708.77

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, I, II and III.

Note - 20
RESTATED STATEMENT OF CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Inventories at the end of the period/year:				
Finished goods	105.75	180.37	128.20	166.57
Packing material	22.58	20.91	26.11	23.00
Trading Stock	24.17	49.67	6.95	11.84
	152.49	250.96	161.26	201.41
Inventories at the beginning of the period/year:				
Finished goods	180.37	128.20	166.57	38.66
Packing material	20.91	26.11	23.00	13.09
Trading Stock	49.67	6.95	11.84	393.14
	250.96	161.26	201.41	444.89
Total	98.46	(89.69)	40.15	243.48

Note:

- The Inventory has been physically verified on periodic basis by the management.
- 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, I, II and III.

Note – 21
RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Salaries and Wages				
-Director's remuneration	243.00	588.97	427.06	469.86
-Employee's Salary Expenses	157.91	307.90	291.76	289.72
Contribution to provident and Other Funds	2.40	4.80	4.96	5.04
Staff welfare expenses	4.40	5.64	4.54	6.93
Gratuity Provision (Refer Note 34)	8.96	12.15	10.83	9.31
Total	416.68	919.46	739.16	780.86

Note – 22
RESTATED STATEMENT OF FINANCE COST

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Interest expense	43.13	78.62	52.47	78.41
Other Borrowing cost				
Bank Charges	44.01	48.32	55.28	80.18
Exchange Difference on Financing arrangement	3.45	3.85	3.00	56.85
Total	90.59	130.79	110.74	215.44

Note – 23
RESTATED STATEMENT OF DEPRECIATION & AMORTISATION

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Depreciation and amortisation expenses	35.76	70.79	71.18	58.69
Total	35.76	70.79	71.18	58.69

Note – 24
RESTATED STATEMENT OF OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Manufacturing Expenses				
Electricity Charges & Expenses	15.24	28.15	25.47	23.24
Coolie & Cartage	0.02	0.05	0.05	6.63
Loading & Unloading Charges	7.66	13.79	15.95	5.42
Stores, Spares, Fuel & Other Charges	2.22	6.03	6.81	25.30
Gas Expenses	15.09	28.87	37.74	14.34
Freight Inward	122.67	210.94	138.57	97.42
Water Charges	4.13	6.35	4.85	6.38
Factory Expenses	4.52	6.91	3.89	3.28
Factory Rent, Rates and Taxes	23.69	44.46	42.46	40.69
Laboratory Expenses	2.05	0.54	1.02	0.59
Testing Charges	0.11	0.01	3.85	0.48
Repairs & Maintenance - Plant & MC & Others	10.40	18.13	11.92	13.46
MPCB Fees	0.20	0.42	0.25	0.62
Sub-Lease Agreement Premium MIDC(Plot K-30/8)	0.00	0.05	0.39	0.00
DGFT Filing Fees	0.00	2.46	0.00	0.00
MIDC Approval fees	0.00	0.13	0.00	0.00
Warehousing Charges	0.00	0.50	0.00	0.00
Administration Expenses				
Electricity Charges	1.21	1.65	1.32	1.03
Packing	0.00	4.39	0.00	0.00
GST Taxes	0.06	0	0.20	0.07
Office Rent	21.94	33.21	30.27	28.99
Repairs and maintenance - Others	0.41	1.53	3.66	1.65
Insurance	4.37	7.41	7.53	9.50
Rates and taxes	0.00	0.00	0.00	0.14
Communication Exps.	1.17	1.72	1.82	1.75
Travelling and conveyance	1.54	12.89	17.47	1.86
Postage & Courier Charges	3.09	7.32	4.63	2.35
Membership & Subscription Charges	0.25	0.76	0.58	0.87
Other Interest	2.69	2.24	13.63	4.00
Printing and stationery	1.20	3.10	4.40	3.99
Vehicle Running & Maintenance Exps.	5.46	12.78	10.48	7.41
Donations	0.10	0.50	0.40	0.58
Legal and professional	19.76	31.38	52.83	36.23
Payments to auditors (refer note below)	2.50	11.33	8.85	13.48
Corporate social responsibility expense (Refer note 31)	26.58	47.45	38.31	24.00
Profession Tax	0.00	0.03	0.03	0.03
Foreign exchange Loss	0.00	0.00	24.40	0.00
Other Miscellaneous expenses	4.10	8.68	7.87	6.15
Selling & Marketing Expenses				
Sales commission	134.49	161.90	60.75	73.13
Advertisement Exps.	2.68	3.35	5.52	1.18
Business promotion	19.17	31.72	31.01	34.19
Freight Outward & Export Exps.	435.63	821.90	796.44	971.53
Bad trade and other receivables written off	0.00	0.00	0.00	2.66
Penalty & Taxes	0.55	47.38	0.05	0.21
Total	896.92	1622.40	1415.66	1464.83

Payment to Auditors

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Statutory Audit Fees	2.50	2.50	2.75	6.40
Tax Audit Fees	0.00	2.00	1.75	3.10
GST Fees	0.00	1.85	1.80	2.00
Certification	0.00	1.33	1.30	1.61
Other Professional Service	0.00	3.65	1.25	0.37
Total	2.50	11.33	8.85	13.48

Note – 25

RESTATED STATEMENT OF CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
<u>Contingent liabilities</u>				
Bank Guarantee given to MPCB	2.50	2.50	2.00	2.00
<u>Commitments</u>				
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
Other commitments	-	-	-	-
Total	2.50	2.50	2.00	2.00

Notes:

1. There is no claims against the Company not acknowledged as debts, nor any commitments are made by the Company other than as mentioned above.

Note – 26

RESTATED STATEMENT OF RELATED PARTY TRANSACTION

A. List of Related Parties as per AS – 18

Particulars	Names of Related Parties	Nature of Relationship
Directors and Key Management Personnel (KMP)	Navin R Mehra	Managing Director
	Lt. Ramankumar Lalchand Mehra	Deceased Director as on March 31, 2024
	Kunal Mehra	Whole-time Director
	Sapna Mehra	Non- Executive Director
	Nidhi Kirti Bhatt	Independent Director w.e.f 30-10-2024
	Dhiren A Bontra	Independent Director w.e.f 30-10-2024
	Pradip Shivshankar Joshi	Chief Financial Officer w.e.f 28-10-2024
	Neha Kanodia	Company Secretary w.e.f 11-12-2024
Relatives of KMP	Kamlesh Raman Mehra	Mother of KMP
	Sanjana Navin Mehra	Daughter of KMP
	Preeti R Talwar	Sister of KMP
Holding Company	Kamsons Chemicals Private Limited	Holding Company

B. Related party transactions

(₹ in Lakhs)

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Kamlesh Raman Mehra	Loan Taken	0.00	2.28	2.90	60.82
		Loan repaid	0.00	35.61	4.02	41.60
		Interest on Loan	0.00	3.54	4.20	4.89
		Salary	6.21	15.00	15.00	15.00
2	Kunal Mehra	Loan Taken	63.11	219.07	101.22	69.02
		Loan repaid	14.20	143.05	50.60	71.61
		Interest on Loan	10.20	11.58	0.00	0.00

		Managerial Remuneration	75.00	127.50	90.00	90.00
		Rent Paid	4.61	9.57	10.09	9.61
3	Navin R Mehra	Loan Taken	78.69	277.48	211.77	236.99
		Loan Repaid	102.65	138.81	181.91	266.49
		Interest on Loan	9.02	9.91	12.38	16.55
		Managerial Remuneration	150.00	300.00	150.00	150.00
		Rent Paid	4.61	9.57	10.09	9.61
		Sales Commission	101.00	0.00	0.00	0.00
4	Lt. Ramankumar Lalchand Mehra	Loan Taken	0.00	81.83	105.61	487.71
		Loan Repaid	0.00	204.59	15.68	519.20
		Interest on Loan	0.00	17.10	10.59	18.82
		Managerial Remuneration	0.00	125.47	151.06	193.86
5	Kamsons Chemicals Private Limited	Loan Given	0.00	8.59	84.57	0.00
		Loan repayment received	0.00	82.73	10.27	0.00
		Interest Received	0.00	5.21	4.64	0.00
		Sales of Goods	1733.18	2406.83	0.00	1.50
		Purchase of Goods	1823.94	2381.06	205.39	20.46
		Purchase of Trade Mark	0.00	0.00	5.00	0.00
		Loan taken	0.00	0.00	0.00	182.04
		Loan repaid	0.00	0.00	0.00	1337.88
		Interest on Loan	0.00	0.00	0.00	23.96
		Office rent	3.60	0.00	0.00	0.00
6	Sapna Mehra	Loan Taken	13.44	147.20	39.97	31.19
		Loan Repaid	9.57	13.39	20.33	30.76
		Interest on Loan	9.70	5.64	2.88	1.80
		Managerial Remuneration	18.00	36.00	36.00	36.00
		Rent Paid	4.61	9.57	10.09	9.61
7	Preeti R Talwar	Professional Fees	4.50	9.00	9.00	9.00
8	Sanjana Navin Mehra	Salary	7.08	18.00	18.00	18.00
		Loan Taken	0.00	0.00	1.04	0.00
		Loan repaid	0.00	0.00	1.04	0.00
9	Pradip Shivshankar Joshi*	Salary paid	6.44	11.34	11.18	9.65

C. Outstanding Balances

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
1	Kamsons Chemicals Private Limited	Trade Payable	383.78	520.67	0.00	0.00
		Trade Recievable	513.67	526.96	0.00	0.00
		Rent payable	0.60	0.00	0.00	0.00
		Loan Given	0.17	0.17	74.30	0.00
		Loan Taken	183.09	134.17	58.16	7.54
2	Kunal Mehra	Security Deposit	3.00	3.00	3.00	3.00
		Rent payable	0.69	0.69	0.77	0.73
		Remuneration payable	8.25	0.00	0.00	0.00
		Interest Payable	9.18	0.00	0.00	0.00

Sr. No.	Name of Party	Nature of Transactions	30.09.2024	31.03.2024	31.03.2023	31.03.2022
3	Navin R Mehra	Loan Taken	147.05	171.00	32.33	2.47
		Security Deposit	3.00	3.00	3.00	3.00
		Remuneration payable	15.49	0.00	0.00	0.00
		Interest Payable	8.12	0.00	0.00	0.00
		Rent Payable	0.69	0.69	0.77	0.73
		Sales Commission Payable	101.00	0.00	0.00	0.00
4	Sapna Mehra	Loan Taken	159.88	156.01	22.20	2.56
		Security Deposit	3.00	3.00	3.00	3.00
		Rent Payable	0.69	0.69	0.77	0.73
		Interest payable	8.73	0.00	0.00	0.00
		Remuneration payable	2.23	0.00	0.00	0.00
5	Lt. Ramankumar Lalchand Mehra	Loan Taken	0.00	0.00	122.76	32.83
		Interest Payable	4.36	4.36	0.00	0.00
6	Kamlesh Raman Mehra	Loan Taken	0	0.00	33.33	34.45
		Interest Payable	0	2.24	0.00	0.00
		Salary payable	1.04	1.04	1.04	1.04
7	Sanjana Navin Mehra	Salary payable	1.18	1.18	1.18	1.18
8	Preeti R Talwar	Professional fees payable	0.68	0.68	0.68	0.68
9	Pradip Shivshankar Joshi*	Salary payable	0.88	0.87	0.79	0.72

* Since Pradip Shivshankar Joshi was designated as CFO with effect from 28th October 2024, any remuneration paid prior to this date was paid in form of salary to employee (For the period ended on September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022)

Note – 27
RESTATED STATEMENT OF TAX SHELTER

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
(A) Profit before taxes as restated	1820.49	3220.98	2335.71	2355.49
(B) Income Tax Rate (%)	25.17%	25.17%	25.17%	25.17%
Permanent Differences				
Expenses disallowed Under Section 40 of the IT Act 1961	0.00	0.00	0.00	0.00
Expenses disallowed Under Section 37 of the IT Act 1961	0.00	0.00	0.00	0.00
<i>interest debited to P&L for MSME creditors</i>	2.69	2.24	13.63	4.00
Expenses disallowed Under Section 36 of the IT Act 1961	0.00	0.00	0.00	0.00
CSR disallowance	26.58	47.45	38.31	24.00
Donation	0.10	0.50	0.40	0.58
Interest on Late Payment of TDS & TCS	0.13	0.05	0.02	0.08
Penalty	0.50	0.85	0.05	0.21
Club Expenses	0.50	0.00	0.00	0.00
Expenditure not related to business / profession u/s 37(1)	0.00	1.00	6.04	0.72
Total Permanent Differences	27.81	49.85	44.83	25.59

Timing Difference				
Book Depreciation	35.76	70.79	71.18	58.69
Income Tax Depreciation allowed	(29.48)	(61.15)	(61.61)	(66.45)
Expenses Disallowed Under Section 43B of the IT Act 1961	0.00	7.36	22.66	26.83
Gratuity Provision disallowed	8.96	12.15	10.83	9.31
Gratuity Provision allowed on payment basis	0.00	0.00	0.00	0.00
(Allowance)/disallowance u/s 43b(h)	(44.97)	44.97	0.00	0.00
allowance u/s 43B	0.00	(30.02)	(26.83)	0.00
Total Timing Differences	(29.73)	44.10	16.24	28.37
Taxable Income/(Loss)	1818.57	3314.93	2396.78	2409.45
Income Tax Payable on Above	457.70	834.30	603.22	606.46
Interest u/s 234B and 234C	0.00	17.44	11.64	17.80
Total	457.70	851.74	614.87	624.26
Mat Credit eligible	Not applicable	Not applicable	Not applicable	Not applicable

Note:

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.

2. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2021 (as amended).

3. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.

4. Tax paid under Normal Tax regime U/s 115BAA option, thus not MAT entitlement available to Company.

Note – 28
RESTATED STATEMENT OF CAPITALISATION

(₹ in Lakhs)

Particulars	Pre- Offer	Post Offer
	30.09.2024	
Debt		
Short Term Debt	490.01	*
Long Term Debt	0.00	*
Total Debt	490.01	*
Shareholders' Fund (Equity)		
Share Capital	1.00	*
Reserve and surplus - as restated	9726.58	*
Total Shareholders' Fund (Equity)	9727.58	*
Long Term Debt/Shareholders' Fund	-	*
Total Debt/Shareholders' Fund	0.05	*

(*) The corresponding post offer figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

- (i) Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- (ii) Long term Debts represent debts other than Short Term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
- (iii) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30.09.2024

NOTE – 29
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(In Rs. Lacs Except Per Share Data)

Particulars	As At			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Net Worth (A)	9727.58	8375.44	5989.39	4263.42
Adjusted Profit after Tax (B)	1352.14	2386.05	1725.98	1744.22
Number of Equity Share outstanding as on the End of Year (C)	10,000.00	10,000.00	10,000.00	10,000.00
Weighted average no. of Equity shares at the time of end of the year (D)*	18,510,000.00	18,510,000.00	18,510,000.00	18,510,000.00
Face Value per Share (Rs.) *	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D) *	7.30	12.89	9.32	9.42
Return on Net worth (%) (B/A)	13.90%	28.49%	28.82%	40.91%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	97,275.82	83,754.41	59,893.94	42,634.16
Net asset value per share (A/D) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	52.55	45.25	32.36	23.03
EBITDA	1624.34	2890.58	2316.65	2236.47

* After considering Bonus allotment dated December 14, 2024 in the ratio of 1850:1.

Notes:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): - Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.

(b) Diluted earnings per share (Rs.): - Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS.

(c) Return on net worth (%): - Net profit after tax (as restated) / Net worth at the end of the period or year.

(d) Net assets value per share: - Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.

2) Net worth = Equity share capital + Reserves and surplus

3) The figures disclosed above are based on the restated summary statements of the Company.

4) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

5) Pursuant to sub division of shares dated August 22, 2024 the face value of equity shares changed from Rs.100/- per share to Rs. 10/- per share and accordingly the number of shares at the end of September 30,2024, March 31, 2024, 2023 and 2022 is 10,000.

6) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. Further while computing weighted average number of equity shares for the three financial years and Stub period, the bonus issue of equity shares allotted in the ratio of 1850:1 to the shareholders, through Board Meeting dated December 14, 2024 has been considered.

Note 30
RESTATED STATEMENT OF OTHER ACCOUNTING RATIOS

Analytical Ratios for Period ended on/ Financial year ended on September 30, 2024 and 2023-24

S. No.	Particulars	Numerator	Denominator	September 30, 2024*	31.03.2024
(a)	Current Ratio	Current Assets	Current Liabilities	2.23	2.26

S. No.	Particulars	Numerator	Denominator	September 30, 2024*	31.03.2024
(b)	Debt-Equity Ratio	Total Debts	Equity	0.05	0.11
(c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Interest + Installments	37.66	36.77
(d)	Return on Equity (%)	Profit after Tax	Average Shareholder's Equity	14.94%	33.22%
(e)	Inventory turnover ratio	Cost of Goods Sold	Average Inventories	6.21	15.29
(f)	Trade receivables turnover ratio	Total Turnover	Average Account Receivable	3.21	8.65
(g)	Trade payables turnover ratio	Total Purchases	Average Account Payable	2.93	7.49
(h)	Net capital turnover ratio	Total Turnover	Average Working Capital	2.28	4.96
(i)	Net profit (%)	Net Profit	Total Turnover	8.75%	8.57%
(j)	Return on Capital employed (%)	EBIT	Capital Employed	18.24%	35.64%
(k)	Return on investment (%) (Refer note 2)	{MV(T1) – MV(T0) – Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}	0.00%	0.00%

* **Not Annualised**

Note 1: As the Stub period is not Annualized, the Ratios for Stub Period and FY 2023-24 is not comparable

Note 2: RoI for the company is nil as during the reporting period, company has not received any benefits out of the investments made. (Refer note 17)

Analytical Ratios for Financial Year 2023-24 and 2022-23

S. No.	Particulars	Numerator	Denominator	31.03.2024	31.03.2023	Variations	Difference For Variance
(a)	Current Ratio	Current Assets	Current Liabilities	2.26	2.28	-0.8%	Not applicable
(b)	Debt-Equity Ratio	Total Debts	Equity	0.11	0.11	-7.8%	Not applicable
(c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Interest + Installments	36.77	44.16	-16.7%	Not applicable
(d)	Return on Equity (%)	Profit after Tax	Average Shareholder's Equity	33.22%	33.67%	-1.3%	Not applicable
(e)	Inventory turnover ratio	Cost of Goods Sold	Average Inventories	15.29	27.62	-44.6%	Decrease in ratio is on account of increase in average inventory in FY 23-24 as compared to FY 22-23.
(f)	Trade receivables turnover ratio	Total Turnover	Average Account Receivable	8.65	6.96	24.4%	Not applicable
(g)	Trade payables turnover ratio	Total Purchases	Average Account Payable	7.49	6.24	20.0%	Not applicable

(h)	Net capital turnover ratio	Total Turnover	Average Working Capital	4.96	5.38	-7.9%	Not applicable
(i)	Net profit (%)	Net Profit	Total Turnover	8.57%	7.36%	16.4%	Not applicable
(j)	Return on Capital employed (%)	EBIT	Capital Employed	35.64%	35.78%	-0.4%	Not applicable
(k)	Return on investment (%) (Refer note 1)	{MV(T1) – MV(T0) – Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}	0.00%	0.00%	0.0%	Not applicable

Analytical Ratios for Financial Year 2022-23 and 2021-22

S. No.	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variations	Difference For Variance
(a)	Current Ratio	Current Assets	Current Liabilities	2.28	1.82	25.6%	Increase in ratio is on account of increase in Current assets in FY 22-23 as compared to FY 21-22
(b)	Debt-Equity Ratio	Total Debts	Equity	0.11	0.16	-27.6%	Improvement in ratio is on account of increase in Equity in FY 22-23 as compared to FY 21-22
(c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Interest + Installments	44.16	28.52	54.8%	Increase in ratio on account of increase in Earnings and increase in interest.
(d)	Return on Equity (%)	Profit after Tax	Average Shareholder's Equity	33.67%	51.06%	-34.1%	Decrease in ratio is on account of decrease in profits in FY 22-23 as compared to FY 21-22 and increase in average shareholder's equity.
(e)	Inventory turnover ratio	Cost of Goods Sold	Average Inventories	27.62	32.80	-15.8%	Not Applicable
(f)	Trade receivables turnover ratio	Total Turnover	Average Account Receivable	6.96	5.12	35.8	Decrease in ratio is on account of decrease in sales in FY 22-23 as compared to FY 21-22 and increase

S. No.	Particulars	Numerator	Denominator	31.03.2023	31.03.2022	Variations	Difference For Variance
							in average inventory
(g)	Trade payables turnover ratio	Total Purchases	Average Account Payable	6.24	4.72	32.2%	Increase in ratio is on account of increase in sales in FY 22-23 as compared to FY 21-22 and increase in average payables.
(h)	Net capital turnover ratio	Total Turnover	Average Working Capital	5.38	9.59	-43.9%	Decrease in ratio is on account of decrease in sales in FY 22-23 as compared to FY 21-22 and increase in average inventory
(i)	Net profit (%)	Net Profit	Total Turnover	7.36%	6.33%	16.3%	Not Applicable
(j)	Return on Capital employed (%)	EBIT	Capital Employed	35.78%	49.31%	-27.4%	Decrease in ratio is on account of decrease in profits in FY 22-23 as compared to FY 21-22 and increase in average inventory
(k)	Return on investment (%) (refer note 1)	{MV(T1) – MV(T0) – Sum [C(t)]}	{MV(T0) + Sum [W(t) * C(t)]}	0.00%	0.00%	0.0%	Not applicable

Note 1: RoI for the company is nil as during the reporting period, company has not received any benefits out of the investments made. (Refer note 17).

Note 31
RESTATED STATEMENT OF CSR EXPENDITURE
Schedule forming part of the restated financial statements

(Rs in lakhs)

Particulars	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Amount required to be spent by the company during the year	26.58	47.42	38.29	23.96
Amount of expenditure incurred during the year	26.58	47.45	38.31	24.00
Shortfall/(Excess) at the end of the year	0.00	(0.03)	(0.02)	(0.04)
Previous years shortfall	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Provision (shortfall) outstanding at end of the year/ period	0.00	0.00	0.00	0.00
Reason for shortfall (Refer Sub Note 1)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Nature of CSR Activities (Refer Sub Note 2)	To be identified till year end	Note 1 (3)	Note 1 (2)	Note 1 (1)

Company has been determined CSR expenditure on basis ROC filing by the management and relied upon by the Auditors. The Auditors have not performed any other procedure.

Sub Note 1: Nature of CSR Activities:

FY 2021-22

1) For contribution to the trust for the requirement of Trust for construction of medical facilities, sanatorium and women empowering building.

FY 22-23

2) CSR contribution has been made to a Registered Trust - "R K HIV & Aids Research and Care Centre" located at Juhu, Mumbai, providing various service and facilities for the welfare of society for Medical Facilities.

FY 23-24:

3) CSR contribution has been made to a Registered Trust - "R K HIV & Aids Research and Care Centre" located at Juhu, Mumbai, providing various service and facilities for the welfare of society for Medical Facilities.

Note – 32

RESTATED STATEMENT OF C.I.F.VALUE OF IMPORTS

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Raw Materials	3307.79	6422.94	8828.65	12742.07
Components and Spare parts	0.00	0.00	0.00	0.00
Capital Goods	0.00	0.00	0.00	0.00

Note – 33

RESTATED STATEMENT OF EARNINGS IN FOREIGN CURRENCY AND EXPENDITURE IN FOREIGN CURRENCY

(₹ in Lakhs)

Particulars	For the Period/ Year ended on			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Expenditure				
Interest Expense	13.47	29.03	21.77	12.30
Earnings				
Export of Goods calculated on F.O.B. basis	3973.54	8201.99	6814.51	7852.57

Note – 34

RESTATED STATEMENT OF EMPLOYEE BENEFIT DISCLOSURE

2.1: Table Showing Changes in Present Value of Obligations:

(₹ in Lakhs)

Period	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Present value of the obligation at the beginning of the period	82.35	70.20	59.37	50.06
Interest cost	2.99	5.09	4.30	3.63
Current service cost	4.68	8.66	7.88	7.08
Past Service Cost	12.78	12.71	13.80	14.81
Benefits paid (if any)	0.00	0.00	0.00	0.00
Actuarial (gain)/loss	(11.49)	(14.32)	(15.16)	(16.21)
Present value of the obligation at the end of the period	91.31	82.35	70.20	59.37

2.2: Key results (The amount to be recognized in the Balance Sheet):

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Present value of the obligation at the end of the period	91.31	82.35	70.20	59.37
Fair value of plan assets at end of period	0.00	0.00	0.00	0.00
Net liability/(asset) recognized in Balance Sheet and related analysis	91.31	82.35	70.20	59.37

Funded Status - Surplus/ (Deficit)	(91.31)	(82.35)	(70.20)	(59.37)
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2.3: Expense recognized in the statement of Profit and Loss:

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Interest cost	2.99	5.09	4.30	3.63
Current service cost	4.68	8.66	7.88	7.08
Past Service Cost	12.78	12.71	13.80	14.81
Expected return on plan asset	0.00	0.00	0.00	0.00
Net actuarial (gain)/loss recognized in the period	(11.49)	(14.32)	(15.16)	(16.21)
Expenses to be recognized in P&L	8.96	12.15	10.83	9.31

2.4: Experience adjustment:

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Experience Adjustment (Gain) / loss for Plan liabilities	0.33	(1.60)	(1.35)	(1.39)
Experience Adjustment Gain / (loss) for Plan assets	0.00	0.00	0.00	0.00

3.1: Summary of membership data at the date of valuation and statistics based thereon:

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Number of employees	70	68	68	68
Total monthly salary (Rs in lakhs)	55.96	54.98	36.89	36.35
Average Past Service (Years)	5.7	5.3	4.3	3.3
Average Future Service (yrs)	20.9	21.1	22.1	23
Average Age (Years)	39.1	38.9	37.9	37
Weighted average duration (based on discounted cash flows) in years	14	14	15	16
Average monthly salary (Rs in lakhs)	0.80	0.81	0.54	0.53

3.2: Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Discount rate	7.00 % per annum	7.25 % per annum	7.25 % per annum	7.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Expected rate of return	0	0	0	0
Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.	10.00% p.a.	10.00% p.a.

3.3: Benefits valued:

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Normal Retirement Age	60 Years	60 Years	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting	As above except that no vesting	As above except that no vesting

		conditions apply	conditions apply	conditions apply
Limit in Lakhs	20.00	20.00	20.00	20.00

3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013):

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Current Liability (Short Term) *	34.17	30.72	8.69	6.39
Non-Current Liability (Long Term)	57.14	51.63	61.51	52.98
Total Liability	91.31	82.35	70.20	59.37

3.5: Projection for next period:

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Best estimate for contribution during next Period	4.86	10.42	10.56	9.71

3.6: Sensitivity Analysis

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Defined Benefit Obligation (Base)	91,31,400 @ Salary Increase Rate: 5%, and discount rate :7%	82,35,062 @ Salary Increase Rate: 5%, and discount rate :7.25%	70,20,398 @ Salary Increase Rate: 5%, and discount rate :7.25%	59,36,938 @ Salary Increase Rate: 5%, and discount rate :7.25%
Liability with x% increase in Discount Rate	87,38,756; x=1.00% [Change (4) %]	78,67,431; x=1.00% [Change (4) %]	66,90,328; x=1.00% [Change (5) %]	56,44,641; x=1.00% [Change (5) %]
Liability with x% decrease in Discount Rate	95,75,928; x=1.00% [Change 5%]	86,49,075; x=1.00% [Change 5%]	73,91,168; x=1.00% [Change 5%]	62,64,836; x=1.00% [Change 6%]
Liability with x% increase in Salary Growth Rate	95,80,589; x=1.00% [Change 5%]	86,54,244; x=1.00% [Change 5%]	73,95,778; x=1.00% [Change 5%]	62,68,834; x=1.00% [Change 6%]
Liability with x% decrease in Salary Growth Rate	87,28,064; x=1.00% [Change (4) %]	78,56,618; x=1.00% [Change (5) %]	66,80,731; x=1.00% [Change (5) %]	56,36,124; x=1.00% [Change (5) %]
Liability with x% increase in withdrawal Rate	91,85,722; x=1.00% [Change 1%]	82,83,195; x=1.00% [Change 1%]	70,48,339; x=1.00% [Change 0%]	59,50,622; x=1.00% [Change 0%]
Liability with x% decrease in withdrawal Rate	90,69,950; x=1.00% [Change (1) %]	81,79,462; x=1.00% [Change (1) %]	69,85,544; x=1.00% [Change 0%]	59,17,237; x=1.00% [Change 0%]

3.7: Reconciliation of liability in balance sheet

(₹ in Lakhs)

Period	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Opening gross defined benefit liability/ (asset)	82.35	70.20	59.37	50.06
Expenses to be recognized in P&L	8.96	12.15	10.83	9.31
Benefits paid (if any)	0.00	0.00	0.00	0.00
Closing gross defined benefit liability/ (asset)	91.31	82.35	70.20	59.37

Note – 35

Note 35: Additional Regulatory Information

i. Title deeds of Immovable Property

All the title deeds of immovable property are held in the name of company

ii. Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

The Company has not revalued any Property or Plant and Equipment.

iii. Following disclosures shall be made where 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:

The Company has not made any loans or advances to Promoters, directors, KMP or related parties other than those reported in Note 14

iv. Capital-Work-in Progress (CWIP)

Company does not have any Capital work in progress as on September 30, 2024

v. Intangible Assets under Development

Company does not have any Intangible under development for the period ended on September 30, 2024 and for FY 2023-24, FY 2022-23 and FY 2021-22

vi. Details of Benami Property held

Company is not holding any Benami Property

vii. Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-

The Company having borrowings from banks or financial Institution against security of Current Assets and quarterly statement filed by the company are in agreement with books of account

viii. Wilful Defaulter

The company is not declared as wilful defaulter by any bank or financial institution or lender

ix. Relationship with struck off companies

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.

x. Registration of charges or satisfaction with Registrar of Companies

All the charges against Bank Finance are registered with Registrar of Companies. However, Registration of Charge for CC/OD, Letter of Credit, Bank Guarantee and Forward Exchange Contract sanctioned by HDFC bank dated May 08, 2024 is under modification process as the charge currently created against the said loan with ROC is short by Rs.25 Lacs.

xi. Compliance with number 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 period/year ended September 30, 2024, March 31, 2024, 2023 & 2022.

xii. Compliance with approved Scheme(s) of Arrangements

Company has not entered into any scheme of amalgamation or any other arrangement.

xiii. Utilisation of Borrowed funds and share premium:

a) 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.

b) During the period/year ended September 30, 2024, March 31, 2024, 2023 & 2022, 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.

c) During the period/year ended September 30, 2024, March 31, 2024, 2023 & 2022, 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.

xiv. Non adjustment item:

There is no audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company.

xv. 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.

xvi. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

xvii. Director Personal Expenses

There are no direct 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.

xix. Extra Ordinary Items:

During the period ended on September 30, 2024 and for FY 2023-24, FY 2022-23 and FY 2021-22, company has no extra ordinary Items to be disclosed in accordance with the requirements of AS - 5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies"

xx. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.

xx. 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.

xxi. No dividend were declared and paid by the company during the restated period.

xxii. The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. There are no such events except the following:

1. On December 14, 2024 company has allotted 1,85,00,000 Bonus shares in the ratio of 1850:1 to existing shareholders.

xxiii. 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 Period/year figures.

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at www.kamsons.com

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	(₹ in Lakhs)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit After Tax (₹ in Lakhs)	1,352.14	2,386.05	1,725.98	1,744.22
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares)	7.30	12.89	9.32	9.42
Return on Net Worth (%)	13.90%	28.49%	28.82%	40.91%
NAV per Equity Shares (Based on Weighted Average Number of Shares)	52.55	45.25	32.36	23.03
Earnings before interest, tax, depreciation and amortization (EBITDA) (₹ in Lakhs)	1,624.34	2,890.58	2,316.65	2,236.47

STATEMENT OF FINANCIAL INDEBTEDNESS

A. Secured Loan

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY AS ON SEPTEMBER 30, 2024:

(a) Fund Based Facilities:

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 30.09.2024 (as per Books) (₹ Lakhs)
Axis Bank	Cash Credit	Cash Credit /Working Capital Demand Loan	450	Repo + 3%	Refer Note 1 and Note 2 (i)	12 months/ Repayable on demand	NA	Nil
Abhyudaya Bank	Cash Credit	Cash Credit- Working Capital Requirement	200.00	11.75% p.a.	Refer Note 2 (ii)	12 months/ Repayable on Demand	NA	Nil
HDFC Bank	Cash Credit	Cash Credit- Working Capital Requirement	25.00	10.1%	Refer Note 2 (iii)	12 months/ Repayable on Demand	NA	Nil
HDFC Bank	Overdraft Facility	Overdraft- Working Capital Requirement	67.50	8.60%	Refer Note 2 (iv)	Repayable on Demand	NA	Nil
Total (Fund Based)								Nil

b. Non- Fund Based

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 30.09.2024 (as per Books) (₹ Lakhs)
Abhyudaya Bank	Bank Guarantee	Working Capital Requirement	100	17.25% p.a, in case of invoked BG	Refer Note 2 (ii)	N/a	N/a	2.50
Abhyudaya Bank	Forward Purchase Contract	Working Capital Requirement	2,400.00	NA	Refer Note 2 (ii)	N/a	N/a	164.51
Abhyudaya Bank	L/C (Import/Local) Buyers Credit Interchangeable	L/C (Import/Local) Buyers Credit Interchangeable-Working Capital Requirement	2,500.00	LIBOR+2.50%	Refer Note 2 (ii)	12 months/ Repayable on Demand	N/a	522.39
HDFC Bank	Letter of Credit**	Working Capital Requirement	2,500.00	3M T-bill 6.93%+Spread 3.07% as of 07 th	Refer Note 2 (iii)	12 months/ Repayable on Demand	N/a	1115.50

Name of Lender	Types of Credit Facility	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 30.09.2024 (as per Books) (₹ Lakhs)
				May 2024, at monthly rest				
HDFC Bank	Forward Contract	Working Capital Requirement	475.00	NA	Refer Note 2 (iii)	N/a	N/a	Nil
Total (Non- Fund Based)								1804.90

*PLR is Primary Lending Rate

** In the Letter of Credit limit bank has also sanction sublimit for Bank Guarantee, Buyers Credit, term Loan for Gift City totalling to Rs. 2500 Lakhs. The outstanding of LC as on 30-09-2024 is 13.31 Lakh @ 83.79 totaling to Rs. 1115.50 Lakhs.

Note 1: Facilities from Citi Bank is taken over by Axis Bank in FY 2023-2024.

Note 2: Details of Primary and Collateral Security:

- i. **Security details:** Pledge on Debt Mutual Funds of Rs. 780 lakhs of Kamsons Chemicals Private Limited and Corporate Guarantee of Kamsons Chemicals Private Limited.
- ii. **Security details:**

Primary

1. Hypothecation of Stock of Raw materials, Semi finished goods, Finished Goods.
2. Hypothecation of Books Debts arising out of genuine trade transactions outstanding not more than 90 days.

Collateral

1. Equitable Mortgage of following properties for the credit facilities:

- a) Factory Land and Building at Plot No: K-30/7 Anand Nagar, Ambernath East, Industrial Area MIDC.
- b) Hypothecation of Plant and Machineries.
- c) Continue Lein on existing Term Deposits for BG/LC.

Sureties given by:

1. Kamsons Chemicals Private Limited
2. Navin R Mehra
3. Kunal Mehra
4. Sapna Mehra

- iii. Security details:

Primary: Lein margin hypothecation of current assets (hypothecation on stock, hypothecation of book debts).

Collateral Personal Guarantee of Navin Mehra, Kunal Mehra, Sapna Mehra and other security providers/ property owners if any and Corporate Guarantee of Kamsons Chemicals Private Limited.

Equitable Mortgage of the property Plot No: K-30/7 Anand Nagar, Ambernath East, Industrial Area MIDC.

iv. Hypothecation of Fixed deposits of Rs. 75 Lakhs.

B. Unsecured Loan

Name of Lender	Types of Loan	Purpose of Loan	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 30.09.2024 (as per Books) (Rs. Lakhs)
Navin R Mehra	Unsecured Loan	Working capital requirement	N/a	12%	On demand	N/a	147.05
Kunal Mehra	Unsecured Loan	Working capital requirement	N/a	12%	On demand	N/a	183.09
Sapna Mehra	Unsecured Loan	Working capital requirement	N/a	12%	On demand	N/a	159.88

Other Restrictive Covenant are as under:

1. Abhyudaya Bank:

1. While opening LC, tenor upto maximum of 180 days from the date of shipment will be permitted.
2. LCs shall not be established in favour of associates/ group concerns.
3. Fresh LCs shall not be established till the account remains irregular due to non-payment of bills drawn under the LC.
4. At the time of availing Buyer's Credit facility, appropriate Forward Exchange contract shall be taken otherwise a margin of 10% of Buyer's Credit shall be placed as Fixed Deposit with the Bank.

2. HDFC Bank:

1. To maintain a min PMB/ATNW of RS.63 Crs throughout the loan tenor. NWC% margin of min 30% to be maintained throughout the loan tenor.
2. Company to plough back profits back into the business" (Excluding Unsecured Loan) TNW to Be Maintained at Max 2.00x at all Times of the Loan Tenor.
3. Current Ratio of Min 1.2x To Be Maintained throughout the Loan tenor. WC limits are assessed for a T/o of around RS.330 Crs as of March 31, 2025.
4. Cash Margin of 20% to be created as per below:
5. 10% margin to be done upfront. Balance 10% to be created / built up on 45th day of LC opening date
6. SFR to the extent of 125% with a min FD of Rs.15 Crs to be maintained with bank at all times of the loan tenor. The same to be tracked through quarterly memo
7. Company to route proportionate churning through HDFC account.
8. Unsecured loan from promoter/ related parties to remain in business till loan tenor. Any withdrawal / repayment of unsecured loan shall be post approval from HDFC bank and shall always be subordinate to HDFC debt.
9. Any change in the shareholding pattern or any significant change like constitution of borrower and CG shall be done post written approval from HDFC.
10. Any term loan/ debt to be availed by the borrower shall be done post written approval from HDFC.
11. Any increase in project cost on account of any item not listed in the project details submitted for evaluation and/ or time or cost overrun will be funded by infusion of Long- Term funds by the promoter.
12. No dividend declared / no withdrawal in form of salary/ remuneration/ incentive/commission by the promoters/ directors in case of Over dues with Bank.
13. To route all sale proceeds through HDFC Bank only and other bank accounts to be closed within 1 month of disbursal/ takeover.

Yours Sincerely,

For Shah Gupta & Co.

Chartered Accountants

ICAI Firm Registration Number: 109574W

Peer Review Number: 019101

Bharat P. Vasani

Partner

M. No. 040060

UDIN: 25040060BMILMA9839

Place: Mumbai

Date: January 17, 2025

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “**Financial Information of the Company**” beginning on page 166. You should also read the section titled “**Risk Factors**” on page 27 and the section titled “**Forward Looking Statements**” on page 19 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements. Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated December 10, 2024 which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

BUSINESS OVERVIEW

We are primarily engaged in the business of manufacturing Water Based Acrylic Emulsions and Water Based Polyurethane Dispersions (PUD) which are used as a raw material in paints, coatings and adhesives finding application in various industries like: (a) Construction Chemicals and Water proofing solutions (b) Interior and Exterior Paints (c) Chemicals (d) Printing Ink Industry, (e) Coatings for Plastics, Metals & Wood etc. (f) Textile (g) Paper (h) Leather. Over the years we have evolved into manufacturing of a complete range of Water Based Acrylic Emulsions and Water Based PUDs from products ranging from Styrene Co-Polymer Resins (Paint industry) to Acrylic Resins for Adhesives (Paper Industry) and Building Protection Coatings (Construction Chemicals) for diverse base of Indian and global customers. Our recent developments have been Water-based Polyurethane dispersions (PUD's) which are widely used in wall coating and floors for scratch resistance and stability.

Our manufacturing facility is situated at Anandnagar, MIDC Ambarnath, Thane (Maharashtra) spread over 2400 Sq. Mts. with an installed capacity of 16800 MT per annum of Water Based Acrylic Emulsions & 2400 MT Per Annum of Water Based Polyurethane Dispersions (PUDs), where we work with an approach of chemistry combined with technology and systems that lead to product development. Our facility has its own research & Development laboratory, pilot plant and a quality department that adheres to safety standards. We have an equipped laboratory with analysts who enable us to handle complex technical problems relating to the development of products. Our emphasis on R&D enables us to constantly develop quality products, offering technological & economical solutions to customers. We are an “ISO 9001:2015 – Quality Management System” certified company and have received SME 1 rating (highest rating of creditworthiness) from CRISIL for continuous period of 5 years since year 2019. Our company is also a member of “The Plastics Export Promotion Council” (PLEXCONCIL) established under FTP 2009-14 by Department of Commerce and “Federation of Indian Export Organisations” established by Ministry of commerce.

We provide flexible packing options like: 20 kgs Cans, 50 kgs Carboys, 200 kgs Drums (Open Top wide mouth & Narrow mouth), 1000 kgs Intermediate Bulk Container (IBC), Tanker loads, Flexi bags etc. We pack the offered range hygienically, so as to ensure its safety during the transit.

We are a Two Star Export House and are exporting to countries like: Australia, Bangladesh, China, Canada, Colombia, Egypt, Fiji Islands, Indonesia, Malaysia, Mauritius, Nepal, New Zealand, Nigeria, Philippines, Qatar, Singapore, South Africa, Sri Lanka, Thailand, Tanzania, Turkey, USA, Middle East (Israel, Jordan, Saudi Arabia, Qatar, Bahrain, Oman, UAE), Vietnam, etc. We also been awarded certificate of recognition and appreciation from Authorised Economic Operator (AEO) - Indian customs. Our experience and exposure in the chemical industry allow us to deal with various other chemicals used in manufacturing emulsions and dispersions. The table below, demonstrates the percentage of our sales from Water Based Acrylic Emulsions and Water Based Polyurethane Dispersions (PUD) and other chemicals during the last three financial years and stub period ended on September 30, 2024:

(₹ in lakhs)

Product	September 30, 2024		FY 2024		FY 2023		FY 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Acrylic Emulsions	12,342.41	80.21%	20,974.05	75.92%	14,619.10	62.89%	14,805.00	53.98%
PUD	930.75	6.05%	2,382.60	8.62%	1,943.92	8.36%	1,422.74	5.19%
Other chemicals*	2,115.18	13.75%	4,269.49	15.45%	6,683.26	28.75%	11,196.68	40.83%
Total	15,388.34	100.00%	27,626.14	100.00%	23,246.28	100.00%	27,424.42	100.00%

*Other chemicals include majorly sales from trading of chemical like: Butyl Acrylate Monomer Methyl, Methacrylate Monomer, Styrene Monomer, Normal Butanol, Cyclohexanone, Vinyl Acetate Monomer which are also used as raw material in our manufacturing operations.

Our Company is led by our Promoter Navin R Mehra having an experience of around 28 years in chemical industry. Our operations are further supported by the next generation promoter Kunal Mehra having an experience of around 8 years in chemical industry.

Key Performance Indicators of our Company

(₹ in Lakhs except percentages and ratios)

Key Financial Performance	For the period of six months ended on September 30, 2024*	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations ⁽¹⁾	15,457.01	27,831.33	23,437.49	27,536.44
EBITDA ⁽²⁾	1,624.34	2,890.58	2,316.65	2,236.47
EBITDA Margin ⁽³⁾	10.51%	10.39%	9.88%	8.12%
PAT ⁽⁴⁾	1,352.14	2,386.05	1,725.98	1,744.22
PAT Margin ⁽⁵⁾	8.75%	8.57%	7.36%	6.33%
Net Worth ⁽⁶⁾	9,727.58	8,375.44	5,989.39	4,263.42
RoNW(%) ⁽⁷⁾	13.90%	28.49%	28.82%	40.91%
RoCE (%) ⁽⁸⁾	18.24%	35.64%	35.78%	49.31%

*Not Annualized

Notes:

- (1) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT' is PAT available for owner of the group.
- (5) 'PAT Margin' is calculated as PAT available for owner of the group for the period/year divided by revenue from operations.
- (6) 'Net worth means Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- (7) 'Return on Net Worth' is ratio of Profit after Tax and Net Worth.
- (8) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of "Statement of Significant Accounting Policies", please refer to *Annexure IV of Restated Financial Statements* beginning on page 175 of this Draft Red Herring Prospectus.

Factors Affecting our Results of Operations

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Inability to promptly identify and respond to changing customer preferences or evolving trends.
3. If one or more of our major customers choose not to source their requirements from us or to terminate our long-term contracts;
4. Our operations are dependent on our R&D capabilities and an inability to continue to design catalytic processes may adversely affect our business;
5. Certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances;
6. Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
7. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations;
8. Our reliance on a combination of trade mark, Patent, trade secret, copyright law and contractual restrictions and our inability to protect our intellectual property rights;
9. Exchange rate fluctuations that may adversely affect our results of operations, since our sales from exports and a portion of our expenditures are denominated in foreign currencies
10. We may not be able to sustain our historical growth rates, and our historical performance may not be indicative of our future growth or financial results;
11. Failure to successfully upgrade our product portfolio, from time to time;

12. Any change in government policies resulting in increases in taxes payable by us;
13. Our ability to retain our key managements persons and other employees;
14. Changes in laws and regulations that apply to the industries in which we operate;
15. Restrictions on the import of our raw materials and/or an increase in shipment costs;
16. Reduction in the demand of our products;
17. Our Inability to import goods from different countries.
18. Failure to comply with the quality standards and requirements of our customers;
19. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
20. Company's ability to successfully implement its growth strategy and expansion plans;
21. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
22. Inability to successfully obtain registrations in a timely manner or at all;
23. Occurrence of Environmental Problems & Uninsured Losses;
24. Conflicts of interest with affiliated companies, the promoter group and other related parties;
25. Any adverse outcome in the legal proceedings in which we are involved;
26. Concentration of ownership among our Promoters;
27. 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 ended on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in lakhs)

Particulars	September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Total Income:								
Revenue From Operation	15,457.01	98.25%	27,831.33	98.31%	23,437.49	99.39%	27,536.44	99.08%
Other Income	275.03	1.75%	479.81	1.69%	142.71	0.61%	256.12	0.92%
Total Income	15,732.04	100.00%	28,311.15	100.00%	23,580.19	100.00%	27,792.56	100.00%
Expenditure								
Cost of materials consumed	10,394.62	66.07%	18,283.87	64.58%	12,186.67	51.68%	11,965.01	43.05%
Purchases of Stock in Trade	1,978.53	12.58%	4,152.56	14.67%	6,680.92	28.33%	10,708.77	38.53%
Changes in inventories of Stock in trade	98.46	0.63%	-89.69	-0.32%	40.15	0.17%	243.48	0.88%
Employee Benefit Expenses	416.68	2.65%	919.46	3.25%	739.16	3.13%	780.86	2.81%
Finance Cost	90.59	0.58%	130.79	0.46%	110.74	0.47%	215.44	0.78%
Depreciation and Amortisation Expenses	35.76	0.23%	70.79	0.25%	71.18	0.30%	58.69	0.21%
Other Expenses	896.92	5.70%	1,622.40	5.73%	1,415.66	6.00%	1,464.83	5.27%
Total Expenditure	13,911.56	88.43%	25,090.16	88.62%	21,244.49	90.09%	25,437.07	91.52%
Profit/(Loss) Before Exceptional & extraordinary items & Tax	1,820.49	11.57%	3,220.98	11.38%	2,335.71	9.91%	2,355.49	8.48%
Extra-Ordinary Item	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Profit/(Loss) Before Tax	1,820.49	11.57%	3,220.98	11.38%	2,335.71	9.91%	2,355.49	8.48%
Tax Expense:								
Tax Expense for Current Year	457.70	2.91%	851.74	3.01%	614.87	2.61%	624.26	2.25%
Deferred Tax	10.65	0.07%	-16.80	-0.06%	-5.14	-0.02%	-12.99	-0.05%
Net Current Tax Expenses	468.34	2.98%	834.94	2.95%	609.73	2.59%	611.27	2.20%
Profit/(Loss) for the Year	1,352.14	8.59%	2,386.05	8.43%	1,725.98	7.32%	1,744.22	6.28%

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of products.

Other Incomes

Other income comprises of Interest Income on Security Deposits, Interest Income on Bank Fixed Deposits, Interest Income on Income Tax Refund, Other Interest, Insurance Claim, Bad Debt Recovery, Unclaimed Credit Written off and Net gain on foreign currency transactions and translation.

Total Expenses:

Total expenses consist of Cost of materials consumed, Purchases of Stock in Trade, Changes in inventories of finished goods, work-in-progress and stock-in-trade, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Cost of materials consumed

Purchase of stock in trade primarily comprises of opening stock, purchases and closing stock of Raw material consumed.

Purchase of stock in trade

Purchase of stock in trade primarily comprises of Purchases of goods.

Change in inventories of stock in trade

Change in inventories of stock in trade comprises of increase/ (decrease) in inventory of Finished goods, Packing material and Trading stock.

Employee benefits expense:

Employee benefits expense primarily comprises of Salary and Wages and Contribution to Provident and Other Fund, Staff welfare expenses and Gratuity Provision. Salary and Wages which comprises of Director Remuneration and Employee salary expenses. Contribution to Provident Fund and Other Fund which comprises of ESIC, Provident Fund and Maharashtra Labour Welfare Fund.

Finance Costs:

Our Finance cost includes Interest expenses, Bank charges and Exchange Difference on Financing arrangement.

Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses includes depreciation on Building, Plant & Equipments, Vehicles, Office Equipment, Furniture & Fixtures, Lab Equipments and Computers.

Other Expenses:

Other Expenses comprises of Advertisement Expenses, Bad trade and other receivables written off, Business promotion, Communication Expenses, Coolie & Cartage, Corporate social responsibility expense, DGFT Filing Fees, Donations, Electricity Charges, Factory Expenses, Factory Rent, Rates and Taxes, Foreign exchange Loss, Freight Inward, Freight Outward & Export Expenses, Gas Expenses, GST Taxes, Insurance, Laboratory Expenses, Legal and professional, Loading & Unloading Charges, Membership & Subscription Charges, MIDC Approval fees, MPCB Fees, Office Rent, Other interest, Packing, Payments to auditors, Penalty & Taxes, Postage & Courier Charges, Printing and stationery, Profession Tax, Rates and taxes, Repairs & Maintenance - Plant & MC & Others, Repairs and maintenance – Others, Sales commission, Stores, Spares, Fuel & Other Charges, Sub-Lease Agreement Premium MIDC(Plot K-30/8), Testing Charges, Travelling and conveyance, Vehicle Running & Maintenance Expenses, Warehousing Charges, Water Charges and Other Miscellaneous expenses etc.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED SEPTEMBER 30, 2024**Total Income:**

Total income for the period ended September 30, 2024 stood at ₹ 15,732.04 Lakhs. The total income consists of revenue from operations and other income.

Revenue from Operations:

During the period ended September 30, 2024 the net revenue from operation of our Company was ₹ 15,457.01 Lakhs by providing sale of product.

Other Income:

During the period ended September 30, 2024 the other income of our Company stood at ₹ 275.03 Lakhs. Other income Interest Income on Bank Fixed Deposits and Net gain on foreign currency transactions and translation for ₹ 216.36 lakhs and ₹ 58.67 lakhs respectively.

Total Expenses:

Total expenses consist of Cost of materials consumed, Purchase of stock in trade, Change in inventories of finished goods, work-in-progress and stock-in-trade, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses. During the period ended September 30, 2024 the total expenses of our Company stood at ₹ 13,911.56 Lakhs.

Cost of materials consumed

During the period ended September 30, 2024 the Cost of materials consumed of our Company stood at ₹ 10,394.62 Lakhs.

Purchase of stock in trade

During the period ended September 30, 2024 the Purchases of our Company stood at ₹ 1,978.53 Lakhs.

Change in inventories of stock in trade

During the period ended September 30, 2024 Change in inventories of stock of our Company stood at ₹ 98.46 Lakhs.

Employee benefits expense:

During the period ended September 30, 2024 the employee benefit expenses of our Company stood at ₹ 416.68 Lakhs. Employee benefits expense comprises of Director remuneration, Employee salary expenses, Contribution to provident and Other Funds, Staff Welfare Expenses and Gratuity provisions.

Finance Costs:

During the period ended September 30, 2024 the Finance cost of our Company stood at ₹ 90.59 Lakhs. Our Finance cost includes Interest expenses, other borrowing cost and Exchange Difference on Financing arrangement.

Depreciation and Amortization Expenses:

During the period ended September 30, 2024 the Depreciation and amortization charges of our Company stood at ₹ 35.76 Lakhs. The major component of depreciation comprises of depreciation on Plant and Equipments, Vehicles and Building for ₹ 20.25 lakhs, ₹ 8.09 lakhs and ₹ 4.71 lakhs respectively.

Other Expenses:

During the period ended September 30, 2024, the Other Expenses of our Company stood at ₹ 896.92 lakhs. These expenses include significant items such as Freight Outward & Export Exps. of ₹ 435.63 lakhs, Sales commission of ₹ 134.49 lakhs, Freight Inward of ₹ 122.67 lakhs, Corporate social responsibility expense of ₹ 26.58 lakhs, Factory Rent, Rates and Taxes amounting to ₹ 23.69 lakhs, Office Rent of ₹ 21.94 lakhs, Legal and professional amounting to ₹ 19.76 lakhs, Business promotion totaling to ₹ 19.17 lakhs, Electricity Charges & Expenses of ₹ 15.24 lakhs, Gas Expenses of ₹ 15.09 lakhs and Repairs & Maintenance - Plant & MC & Others amounting to ₹ 10.40 lakhs. Other notable expenses include Loading & Unloading Charges, Vehicle Running & Maintenance Exps., Factory Expenses, Insurance, Water Charges, Postage & Courier Charges, Other Interest, Advertisement Exps., Payments to auditors, Stores, Spares, Fuel & Other Charges,

Laboratory Expenses, Travelling and conveyance, Electricity Charges, Printing and stationery, Communication Exps., Penalty & Taxes, Repairs and maintenance – Others, Membership & Subscription Charges, MPCB Fees, Testing Charges, Donations, GST Taxes, Coolie & Cartage and Other Miscellaneous expenses totaling to ₹ 52.26 lakhs.

Restated Profit before tax:

The Company reported Restated profit before tax for the period ending September 30, 2024 of ₹ 1,820.49 Lakhs.

Restated profit after tax:

The Company reported Restated profit after tax for period ending September 30, 2024 of ₹ 1,352.14 Lakhs.

FINANCIAL YEAR 2024 COMPARED TO FINANCIAL YEAR 2023

Total Income:

The Total Income increased from FY 2022-23 to FY 2023-24, driven by an improvement in Revenue from Operations. Revenue from Operations grew by 18.75%, rising from ₹ 23,437.49 lakhs in FY 2022-23 to ₹ 27,831.33 lakhs in FY 2023-24. Moreover, Other Income also grew by 236.22%, increasing from ₹ 142.71 lakhs in FY 2022-23 to ₹ 479.81 lakhs in FY 2023-24. This overall growth reflects the company's operational performance during the year.

Revenue from Operations

During the financial year 2023-24, the net revenue from operations of the Company increased significantly by 18.75%, rising from ₹ 23,437.49 lakhs in FY 2022-23 to ₹ 27,831.33 lakhs in FY 2023-24. This growth was primarily driven by 18.84% increase in the sale of products, which rose from ₹ 23,246.28 lakhs in FY 2022-23 to ₹ 27,626.14 lakhs in FY 2023-24. Additionally, the other operating revenues also grew by 7.32%, increasing from ₹ 191.20 lakhs in FY 2022-23 to ₹ 205.20 lakhs in FY 2023-24.

Other Income:

During the financial year 2023-24, the other income of the Company increased by 236.22%, from ₹ 142.71 lakhs in FY 2022-23 to ₹ 479.81 lakhs in FY 2023-24. This rise was primarily due to a significant drop in Interest Income on Bank Fixed deposit, which rise by 131.81% from ₹ 137.44 lakhs in FY 2022-23 to ₹ 318.59 lakhs in FY 2023-24 and increase in Net gain on foreign currency transactions and translation by 100 % from loss in FY 2022-23 to gain of ₹ 155.98 lakhs in FY 2023-24. Other contributors to the increase included Other Interest of ₹ 4.64 lakhs in FY 2022-23 to ₹ 5.21 lakhs in FY 2023-24. However, the rise was partially offset by a decrease in Bad Debt Recovery Income which was nil in FY 2023-24 from ₹ 0.50 lakhs in FY 2022-23 and Interest income on security deposit which decreased from ₹ 0.13 lakhs in FY 2022-23 to ₹ 0.03 lakhs in FY 2023-24.

Total Expenses

The total expense for the financial year 2023-24 increases to ₹ 25,090.16 Lakhs from ₹ 21,244.49 lakhs in the Financial Year 2022-23 representing an increase of 18.10%. Such increase was due to increases in the volume of business operations of the Company.

Cost of materials consumed

The Purchase of stock in trade for the financial year 2023-24 increases to ₹ 18,283.87 lakhs from ₹ 12,186.67 lakhs in the Financial Year 2022-23 representing an increase of 50.03%. Such increase was due to increases in the volume of business operations.

Purchases of Stock in Trade

The Purchase of stock in trade for the financial year 2023-24 decreases to ₹ 4,152.56 lakhs from ₹ 6,680.92 lakhs in the Financial Year 2022-23 representing a decrease of 37.84%.

Change in inventories of stock in trade

Our Change in inventories of stock in trade comprises of increase/(decrease) in inventory of software and license used in business operations. The closing inventories of stock in trade 2023-24 was ₹ (89.69) lakhs as compared to ₹ 40.15 lakhs in the Financial Year 2022-23.

Employee benefits expense:

During the financial year 2023-24, the total employee benefits expenses of the Company increased significantly by 24.39%, from ₹ 739.16 lakhs in FY 2022-23 to ₹ 919.46 lakhs in FY 2023-24. This increase was primarily driven by a 5.53% rise in Employee Salary Expenses, which grew from ₹ 291.76 lakhs in FY 2022-23 to ₹ 307.90 lakhs in FY 2023-24. Additionally, Director Remuneration rose by 37.91%, from ₹ 427.06 lakhs in FY 2022-23 to ₹ 588.97 lakhs in FY 2023-24. Staff Welfare Expenses also saw a marginal increase of 24.04%, from ₹ 4.54 lakhs in FY 2022-23 to ₹ 5.64 lakhs in FY 2023-24. Gratuity provision expenses increased by 12.11%, rising from ₹ 10.83 lakhs in FY 2022-23 to ₹ 12.15 lakhs in FY 2023-24. However, Provident Fund contributions decrease by merely 3.23%, from ₹ 4.96 lakhs in FY 2022-23 to ₹ 4.80 lakhs in FY 2023-24.

Finance Costs:

During the financial year 2023-24, the total finance costs of the Company increased by 18.10%, from ₹ 110.74 lakhs in FY 2022-23 to ₹ 130.79 lakhs in FY 2023-24. This rise was primarily driven by a substantial increase of 49.85% in Interest expense, which rose from ₹ 52.47 lakhs in FY 2022-23 to ₹ 78.62 lakhs in FY 2023-24. Additionally, Exchange Difference on Financing arrangement increased by 28.30% which was ₹ 3.00 lakhs in FY 2022-23 to ₹ 3.85 lakhs in FY 2023-24. However, it was partially offset by Other Borrowing Costs which include bank charges, it decreased by 12.58%, from ₹ 55.28 lakhs in FY 2022-23 to ₹ 48.32 lakhs in FY 2023-24. The overall finance costs were significantly higher due to the increased working capital requirements and other borrowing-related expenses.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2023-24 stood at ₹ 71.18 Lakhs as against ₹ 70.79 Lakhs during the financial year 2022-23. The decrease in depreciation was around 0.55%.

Other Expenses:

Our Company has incurred ₹ 1,622.40 Lakhs during the Financial Year 2023-24, as against ₹ 1,415.66 Lakhs during the financial year 2022-23, reflecting an increase of 14.60%. This increase was primarily due to the following factors: (i) Sales commission increased by 166.52%, from ₹ 60.75 lakhs in FY 2022-23 to ₹ 161.90 lakhs in FY 2023-24; (ii) Factory Expenses saw a significant rise of 77.68%, from ₹ 3.89 lakhs in FY 2022-23 to ₹ 6.91 lakhs in FY 2023-24; (iii) MPCB Fees Expenses increased by 66.00%, from ₹ 0.25 lakhs in FY 2022-23 to ₹ 0.42 lakhs in FY 2023-24; (iv) Postage & Courier Charges rose by 58.09%, from ₹ 4.63 lakhs in FY 2022-23 to ₹ 7.32 lakhs in FY 2023-24; (v) Freight Inward increased by 52.23%, from ₹ 138.57 lakhs in FY 2022-23 to ₹ 210.94 lakhs in FY 2023-24; (vi) Repairs & Maintenance - Plant & MC & Others rose by 52.07%, from ₹ 11.92 lakhs in FY 2022-23 to ₹ 18.13 lakhs in FY 2023-24; (vii) Water Charges grew by 30.93%, from ₹ 4.85 lakhs in FY 2022-23 to ₹ 6.35 lakhs in FY 2023-24; (viii) Membership & Subscription Charges increased by 30.02%, from ₹ 0.58 lakhs in FY 2022-23 to ₹ 0.76 lakhs in FY 2023-24; (ix) Payments to auditors surged by 27.97%, from ₹ 8.85 lakhs in FY 2022-23 to ₹ 11.33 lakhs in FY 2023-24; (x) Electricity Charges increased by 25.03%, from ₹ 1.32 lakhs in FY 2022-23 to ₹ 1.65 lakhs in FY 2023-24; (xi) Donations rose by 25.00%, from ₹ 0.40 lakhs in FY 2022-23 to ₹ 0.50 lakhs in FY 2023-24; (xii) Corporate social responsibility expense increased by 23.86%, from ₹ 38.31 lakhs in FY 2022-23 to ₹ 47.45 lakhs in FY 2023-24; (xiii) Vehicle Running & Maintenance Exps. increased by 21.92%, from ₹ 10.48 lakhs in FY 2022-23 to ₹ 12.78 lakhs in FY 2023-24; (xiv) Electricity Charges & Expenses increased by 10.51%, from ₹ 25.47 lakhs in FY 2022-23 to ₹ 28.15 lakhs in FY 2023-24; (xv) Other Miscellaneous expenses increased by 10.28%, from ₹ 7.87 lakhs in FY 2022-23 to ₹ 8.68 lakhs in FY 2023-24; (xvi) Office Rent increased by 9.71%, from ₹ 30.27 lakhs in FY 2022-23 to ₹ 33.21 lakhs in FY 2023-24; (xvii) Factory Rent, Rates and Taxes increased by 4.72%, from ₹ 42.46 lakhs in FY 2022-23 to ₹ 44.46 lakhs in FY 2023-24; (xviii) Freight Outward & Export Exps. increased by 3.20%, from ₹ 796.44 lakhs in FY 2022-23 to ₹ 821.90 lakhs in FY 2023-24 and (xix) Business promotion increased by 2.27%, from ₹ 31.01 lakhs in FY 2022-23 to ₹ 31.72 lakhs in FY 2023-24.

Restated Profit before tax:

Net profit before tax for the financial year 2023-24 increased to ₹ 3,220.98 Lakhs as compared to profit of ₹ 2,335.71 Lakhs in the financial year 2022-23. The increase of 37.90% was majorly due to factors as mentioned above.

Restated profit after tax:

Net profit after tax for the financial year 2023-24 increased to ₹ 2,386.05 Lakhs as compared to profit of ₹ 1,725.98 Lakhs in the financial year 2022-23. The increase of 38.24% was due to factors increase in PAT margin. The PAT margin for the financial year 2022-23 was 7.36% and the same has increased to 8.57% in the financial year 2023-24.

FINANCIAL YEAR 2023 COMPARED TO FINANCIAL YEAR 2022

Total Income:

The total income of the Company decreased by 15.16% from FY 2021-22 to FY 2022-23, falling from ₹ 27,792.56 lakhs in FY 2021-22 to ₹ 23,580.19 lakhs in FY 2022-23. This decline was primarily driven by a 14.89% decrease in revenue from operations, which fall from ₹ 27,536.44 lakhs in FY 2021-22 to ₹ 23,437.49 lakhs in FY 2022-23. Additionally, other income saw a significant fall of 44.28%, increasing from ₹ 256.12 lakhs in FY 2021-22 to ₹ 142.71 lakhs in FY 2022-23. The overall decrease in total income reflects a combination of lower performance in operations and a significant decline in other income sources during the year.

Revenue from Operations

During the financial year 2022-23, the net revenue from operations of the Company decreased by 14.89%, falling from ₹ 27,536.44 lakhs in FY 2021-22 to ₹ 23,437.49 lakhs in FY 2022-23. This decline was primarily driven by a 15.24% decrease in the sale of products, which fall from ₹ 27,424.42 lakhs in FY 2021-22 to ₹ 23,246.28 lakhs in FY 2022-23. However, the other operating revenues saw growth of 70.68%, increasing from ₹ 112.02 lakhs in FY 2021-22 to ₹ 191.20 lakhs in FY 2022-23.

Other Income:

During the financial year 2022-23, the Company experienced a significant decrease in other income, which fall by 44.28%, from ₹ 256.12 lakhs in FY 2021-22 to ₹ 142.71 lakhs in FY 2022-23. This fall was mainly driven by a substantial fall in Net gain on foreign currency transactions and translation, which decreased by 100.00%, from ₹ 139.97 lakhs in FY 2021-22 to nil in FY 2022-23. Additionally, following items decrease by 100% Insurance Claim of ₹ 6.16 lakhs, Unclaimed Credit Written off ₹ 0.47 lakhs and Interest on Income Tax Refund ₹ 0.41 lakhs in FY 2021-22 which is nil in FY 2022-23.

Total Expenses

The total expense for the financial year 2022-23 decrease to ₹ 21,244.49 Lakhs from ₹ 25,437.07 lakhs in the Financial Year 2021-22 representing a decrease of 16.48%.

Cost of materials consumed

The Cost of materials consumed for the financial year 2022-23 increased to ₹ 12,186.67 lakhs from ₹ 11,965.01 lakhs in the Financial Year 2021-22 representing an increase of 1.85%.

Purchases of Stock in Trade

The Purchases of Stock in Trade for the financial year 2022-23 decreased to ₹ 6,680.92 lakhs from ₹ 10,708.77 lakhs in the Financial Year 2021-22 representing a decrease of 37.61%. Such decrease was due to improved inventory management practices, leading to a more efficient use of existing stock.

Change in inventories of stock in trade

Our Change in inventories of stock in trade comprises of increase/(decrease) in inventory of software and license used in business operations. The closing inventories of finished goods 2022-23 was ₹ 40.15 lakhs as compared to ₹ 243.48 lakhs in the Financial Year 2021-22 representing a decrease of 83.51% in closing inventories.

Employee benefits expense:

During the financial year 2022-23, the total employee benefits expenses of the Company decreased slightly by 5.34%, from ₹ 780.86 lakhs in FY 2021-22 to ₹ 739.16 lakhs in FY 2022-23. This decrease was primarily driven by a fall in Director Remuneration by 9.11%, from ₹ 469.86 lakhs in FY 2021-22 to ₹ 427.06 lakhs in FY 2022-23. Staff Welfare Expenses also saw a notable decrease of 34.44%, decreasing from ₹ 6.93 lakhs in FY 2021-22 to ₹ 4.54 lakhs in FY 2022-23. Under Contributions to Provident and Other Funds also the company saw a fall by 1.50%, from ₹ 5.04 lakhs in FY 2021-22 to ₹ 4.96 lakhs in FY 2022-23.

Finance Costs:

During the financial year 2022-23, the total finance costs of the Company decreased by 48.60%, from ₹ 215.44 lakhs in FY 2021-22 to ₹ 110.74 lakhs in FY 2022-23. This decline was primarily driven by a significant reduction of 33.09% in

Interest expenses, which fell from ₹ 78.41 lakhs in FY 2021-22 to ₹ 52.47 lakhs in FY 2022-23, reflecting lower loan obligations during the year. Additionally, other borrowing cost and Exchange Difference on Financing arrangement also reduced significantly by 31.06% and 94.73% respectively from ₹ 80.18 lakhs and ₹ 56.85 lakhs respectively in FY 2021-22 to ₹ 55.28 lakhs and 3.00 respectively in FY 2022-23.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2022-23 stood at ₹ 71.18 Lakhs as against ₹ 58.69 Lakhs during the financial year 2021-22. The increase in depreciation was around 21.29% primarily due to additions in Plant and Equipments and Trademark

Other Expenses:

During the financial year 2022-23, the Company incurred ₹ 1,415.66 lakhs, as against ₹ 1,464.83 lakhs during the financial year 2021-22, reflecting a decrease of 3.36%. This decrease was primarily due to the following factors: (i) Rates and taxes decreased by 100.00%, from ₹ 0.14 lakhs in FY 2021-22 to nil in FY 2022-23; (ii) Bad trade and other receivables written off declined by 100.00%, from ₹ 2.66 lakhs in FY 2021-22 to nil in FY 2022-23; (iii) Coolie & Cartage decreased by 99.29%, from ₹ 6.63 lakhs in FY 2021-22 to ₹ 0.05 lakhs in FY 2022-23; (iv) Penalty & Taxes decreased by 74.78%, from ₹ 0.21 lakhs in FY 2021-22 to ₹ 0.05 lakhs in FY 2022-23; (v) Stores, Spares, Fuel & Other Charges decreased by 73.09%, from ₹ 25.30 lakhs in FY 2021-22 to ₹ 6.81 lakhs in FY 2022-23; (vi) MPCB Fees decreased by 59.35%, from ₹ 0.62 lakhs in FY 2021-22 to ₹ 0.25 lakhs in FY 2022-23; (vii) Payments to auditors decreased by 34.35%, from ₹ 13.48 lakhs in FY 2021-22 to ₹ 8.85 lakhs in FY 2022-23; (viii) Membership & Subscription Charges decreased by 32.81%, from ₹ 0.87 lakhs in FY 2021-22 to ₹ 0.58 lakhs in FY 2022-23; (ix) Donations decreased by 30.43%, from ₹ 0.58 lakhs in FY 2021-22 to ₹ 0.40 lakhs in FY 2022-23; (x) Water Charges decreased by 23.96%, from ₹ 6.38 lakhs in FY 2021-22 to ₹ 4.85 lakhs in FY 2022-23; (xi) Insurance decreased by 20.73%, from ₹ 9.50 lakhs in FY 2021-22 to ₹ 7.53 lakhs in FY 2022-23; (xii) Freight Outward & Export Exps. decreased by 18.02%, from ₹ 971.53 lakhs in FY 2021-22 to ₹ 796.44 lakhs in FY 2022-23; (xiii) Sales commission decreased by 16.94%, from ₹ 73.13 lakhs in FY 2021-22 to ₹ 60.75 lakhs in FY 2022-23; (xiv) Repairs & Maintenance - Plant & MC & Others decreased by 11.39%, from ₹ 13.46 lakhs in FY 2021-22 to ₹ 11.92 lakhs in FY 2022-23 and (xv) Business promotion decreased by 9.30%, from ₹ 34.19 lakhs in FY 2021-22 to ₹ 31.01 lakhs in FY 2022-23

Restated Profit before tax:

Net profit before tax for the financial year 2022-23 decreased to ₹ 2,335.71 Lakhs as compared to profit of ₹ 2,355.49 Lakhs in the financial year 2021-22. The decrease of 0.84% was majorly due to factors as mentioned above.

Restated profit after tax:

Net profit after tax for the financial year 2022-23 decreased to ₹ 1,725.98 Lakhs as compared to profit of ₹ 1,744.22 Lakhs in the financial year 2021-22 which represents a decrease of 1.05%.

Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 27 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 27, 111 and 221 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Segment Reporting

For details on segment reporting please refer “*Annexure IV*” forming part of “*Financial Information of the Company*” on page 179 of the Draft Red Herring Prospectus

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “*Our Business*”, our Company has not announced any new product or service.

7. Seasonality of business

Our business is not subject to seasonality. For further information, see “*Industry Overview*” and “*Our Business*” on pages 96 and 111 respectively.

8. Dependence on single or few customers

During stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022, our top 10 customers contributed approximately 55.14%, 62.13%, 57.05% and 58.21% of our revenue from operations respectively. Moreover we derived 11.26%, 12.78%, 20.37% and 33.88% of our revenue from operations from a single customer during the stub period ended on September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 respectively.

9. Competitive conditions

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages 96 and 111 respectively of this Draft Red Herring Prospectus.

10. Details of material developments after the date of last balance sheet i.e., September 30, 2024

After the date of last Balance sheet i.e., September 30, 2024, the following material events have occurred:

- 1. On December 14, 2024 company has allotted 1,85,00,000 Bonus shares in the ratio of 1850:1 to existing shareholders.*
- 2. Our company has approved the audited financial statements for the stub period ended September 30, 2024 in the Board meeting dated January 10, 2025*
- 3. Our Company has approved the Restated Financial Statements for the period ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 in the Board meeting dated January 10, 2025*
- 4. Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated January 23, 2025*

CAPITALISATION STATEMENT

(₹ in Lakhs)

Particulars	Pre- Offer	Post Offer
	30.09.2024	
Debt		
Short Term Debt	490.01	*
Long Term Debt	0.00	*
Total Debt	490.01	*
Shareholders' Fund (Equity)		
Share Capital	1.00	*
Reserve and surplus - as restated	9726.58	*
Total Shareholders' Fund (Equity)	9727.58	*
Long Term Debt/Shareholders' Fund	-	*
Total Debt/Shareholders' Fund	0.05	*

(*) The corresponding post offer figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes

- (i) Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- (ii) Long term Debts represent debts other than Short Term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
- (iii) The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30.09.2024

SECTION VII- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on December 14, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

Except as mentioned below, there are no outstanding criminal proceedings initiated by the Company:

Kamsons Polymers Private Limited vs. Anil Ram Singh Saini

A criminal complaint no. SS/5800211/2022 was filed by Kamsons Polymers Private Limited (“**the Company**”) against Anil Ram Singh Saini (“**Respondent**”) before the Ld. Additional Chief Judicial Magistrate, Bandra, Mumbai (“**Ld. Court**”). The Company has paid a sum of ₹ 11,80,000/- to the Respondent towards the consultancy fees in regard to the services to be provided by the respondent. In respect of the security, a cheque amounting ₹ 10,00,000/- was issued by the Respondent to the Company. The Respondent failed to comply with his obligation and provide the decided services, and therefore the Company deposited the said cheque issued by the respondent, however the said cheque was returned unpaid to the Company with the remarks “payment stopped by drawer”, and therefore the present case was filed by the Company. The present suit is pending before the Ld. Court and the next date of hearing is February 03, 2025.

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations filed by the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTER & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no pending outstanding criminal proceedings initiated against the Promoter & Directors of the Company.

(b) Criminal proceedings filed by the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no pending outstanding criminal proceedings initiated by the Promoter & Directors of the Company.

(c) Other pending material litigations against the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by Promoter & Directors of the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations filed by Promoter & Directors of the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Promoter & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoter & Directors.

C. LITIGATIONS INVOLVING THE GROUP COMPANIES OF THE COMPANY

As on the date of this Draft Red Herring Prospectus, there are no group companies of the Company

D. LITIGATIONS INVOLVING THE SUBSIDIARIES OF THE COMPANY

As on the date of this Draft Red Herring Prospectus, there are no subsidiaries of the Company

E. TAX PROCEEDINGS

Nature of Proceedings	Number of Cases	Amount Involved (₹ In lakhs)
of Corporate Promoter		
Kamsons Chemicals Private Limited		
Direct Tax- TDS Default	7	6.26
Indirect Tax	Nil	Nil
Total	7	6.26

F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the period ended on September 30, 2024 were ₹ 4,803.37 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 240.17 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on December 14, 2024.

Based on these criteria, details of outstanding dues owed as on September 30, 2024 by our Company on are set out below:
(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
Micro, small and medium enterprises	15	448.53
Material Creditors	3	2,874.01
Other Creditors	67	1,480.83
Total	85	4,803.37

The details pertaining to net outstanding dues towards our material creditors as on September 30, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our company at https://www.kamsons.com/pdf/investor/List%20of%20Material%20creditors%20as%20on%2030.09.2024_KPL.pdf

It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus. As on September 30, 2024, our Company owes amounts aggregating to ₹ 4,803.37 lakhs approximately towards 85 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 221 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/ regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Offer:

The following approvals have been obtained or will be obtained in connection with the Offer:

Corporate Approvals:

- a. Our Board, pursuant to its resolution dated December 14, 2024 authorized the Offer 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 December 19, 2024 under Section 62(1)(c) of the Companies Act, 2013, authorized the Offer;
- c. Our Board approved this Draft Red Herring Prospectus pursuant to its resolution dated January 23, 2025.

Approval from the Stock Exchange:

- d. In-principle approval dated [●] from the NSE Emerge for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with NSDL and CDSL:

- e. Agreement dated November 21, 2024 between CDSL, the Company and the Registrar to the Offer;
- f. Agreement dated November 28, 2024 between NSDL, the Company and the Registrar to the Offer;
- g. The Company's International Securities Identification Number ("ISIN") is INE1BO801012.

II. Incorporation related Approvals obtained by our Company:

Sr. No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation as Supreme Drugs Private Limited	U24230MH2005PTC151012	Companies Act, 1956	Registrar of Companies, Maharashtra Mumbai	February 04, 2005	Valid till cancelled
2.	Fresh Certificate of Incorporation consequent to change in name from Supreme Drugs Private	U24230MH2005PTC151012	Companies Act, 2013	Registrar of Companies, Mumbai	February 12, 2016	Valid till cancelled

Sr. No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
	Limited to Kamsons Polymers Private Limited					
3.	Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company	U24230MH2005PLC151012	Companies Act, 2013	Registrar of Companies, CPC	August 20, 2024	Valid till Cancelled

III. Corporate and General Authorizations:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Permanent Account Number (PAN)	AAKCS7146J	Income Tax Act, 1961	Income Tax Department, Government of India	April 13, 2007	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	MUMK26082A	Income Tax Act, 1961	Income Tax Department, Government of India	August 6, 2016	Valid until cancelled
3.	Certification of registration of Goods and Service tax	27AAKCS7146J1ZU	Goods and Services Tax Act, 2017	Deputy Commissioner of State Tax Government of India	July 01, 2017	Valid until cancelled
4.	Professional Tax Registration	99393005400P	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975	Maharashtra Sales Tax Department	June 22, 2016	Valid until cancelled
5.	LEI Certificate	335800L1DGYGDM8GPO51	Payments and Settlements Systems Act, 2007	LEI India Limited	June 19, 2018	June 19, 2025
6.	Certificate of Importer-Exporter Code (IEC)	0316934623	The Foreign Trade (Development and Regulation) Act, 1992	Office of the Additional Directorate General of Foreign Trade	August 02, 2016	Valid until cancelled
7.	Certificate of Recognition of Two Star Export House	MUMSTATAPPLY00000672AM24	Foreign Trade Policy, 2023	Office of Additional Directorate General of Foreign Trade	September 13, 2023	September 13, 2028
8.	Certificate of Recognition of one Star Export House	030120001685	Foreign Trade Policy 2015-2020	Additional/Joint/Deputy/Directorate General of Foreign Trade/ Development Commissioner	November 12, 2020	November 11, 2025
9.	Authorized Economic	INAAKCS7146J1F246	Customs Act 1962	Directorate of International	November 05, 2024	-

	Operator MSME Certificate (Importer & Exporter)			Customs Central Board of Indirect Taxes and Customs		
10.	CRISIL SME Grading	CRISIL SME 1	-	Crisil Business Head – SME Solutions	February 25, 2024	February 23, 2025

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.

S. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1	Consent to Operate – – For Plot No. K-30/7, MIDC, Thane	Format 1.0/AS (T)/UAN No. MPCB Consent-0000128859/CR/2202001706	Section 26 of the Water (Prevention & Control of Pollution) Act, 1974 & under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorisation under Rule 6 of the Hazardous & other Wastes (Management, Transboundary movement) Rules 2016	Assistant Secretary, Maharashtra Pollution Control Board (MPCB)	February 27, 2022	May 31, 2027
2	Consent to Operate – – For Plot No. K-30/8, MIDC, Thane	Format 1.0/RO/UAN No. 0000173778/CR/2309001691	Section 26 of the Water (Prevention & Control of Pollution) Act, 1974 & under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorisation under Rule 6 and Rule 18 (7) of the Hazardous & other Wastes (Management, Transboundary movement) Rules 2016	Regional officer, Maharashtra Pollution Control Board (MPCB)	September 22, 2023	June 30, 2033
3	Registration Cum Membership Certificate from Federation of Indian Export Organisation	WR/13/2022-2023	Foreign Trade Policy, Government of India	Federation of Indian Export Organisations	March 12, 2024	March 31, 2025
4	Fire NOC – For Plot No. K-	MIDC/Fire/C86 930	Maharashtra Fire Prevention and Life	Dy. Chief Fire Officer, MIDC, Mumbai	August 07, 2017	Valid until Cancelled

	30/7, MIDC, Thane		Safety Measures Act, 2006			
5	Fire NOC – For Plot No. K-30/8, MIDC, Thane	MIDC/Fire/B07797	Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Dy. Chief Fire Officer, MIDC, Mumbai	March 25, 2019	Valid Until Cancelled
6	Certificate of Membership for Common Hazardous Waste - Treatment, Storage & Disposal Facilities for safe and secure disposal of hazardous waste	MWML-HZW-AMB-4018	-	Mumbai Waste Management Ltd	-	March 31, 2025
7	PESO Certificate	P/WC/MH/16/745 (P442396)	Petroleum Rules, 2002	Controller of Explosives Mumbai	May 23, 2022	December 31, 2031
8	Certificate of Stability – For Plot No. K-30/7, MIDC, Thane and For Plot No. K-30/8, MIDC, Thane	2019/0352	Factory Act 1948 and Rules made therein	V.R. Yelurwar, Chartered Engineer	December 03, 2019	Valid until cancelled
9	Factory License– For Plot No. K-30/7, MIDC, Thane and For Plot No. K-30/8, MIDC, Thane	32170202970000	Factory Act 1948 and Rules made therein	Co Director, Industrial health & Safety, Kalyan, Maharashtra	January 01, 2025	December 31, 2025
10	Boiler Registration Certificate	SB-6/MSS/2024/135	Section 9 of Indian Boilers Act, 1923	Dy. Director of Steam Boilers, Maharashtra State	December 13, 2024	June 12, 2025
11	Shop and Establishment Certificate	820370347/HW Ward/COMMERICAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Office of the Chief Facilitator	December 30, 2024	Valid until cancelled
12	Registration Certificate for Importer	IM-08-000-01-AAKCS7146J-24	Plastic Waste Management Rules, 2016, as amended	Division Head, UPC II, Central Pollution Control Board (Ministry Of Environment, Forest and Climate Change, Govt. of India)	January 08, 2024	Valid until cancelled
13	Udyam Registration	UDYAM-MH-18-0050095	The Micro, Small and Medium Enterprises	Ministry of Micro, Small and	February 25, 2021	Valid until cancelled

			Development Act, 2006	Medium Enterprise		
14	Registration-Cum-Membership Certificate from PLEXCONCIL	RCMC/PLEXC ONCIL/00336/2022-23	Foreign Trade Policy, Government of India	Plastics Export Promotion Council	March 12, 2024	March 31, 2025
15	Registration of Diesel Generator Set	CEI/EI Thane-2/KAMSONS POLYMERS PVT LTD./DG-24062022-148	Bombay Electricity Duty Rules, 1962	Chief Electrical Inspector I.E & L. Department Mumbai	June 24, 2022	Valid until cancelled
16.	Certificate of Verification of the weights, measures, etc	CLM08952240	Legal Metrology Act, 2009	Inspector of the Legal Metrology Dombivili	January 24, 2024	January 23, 2025



V. Labour related Approvals obtained by our Company:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration under Employees' State Insurance Corporation (ESIC)- For Registered Office	31001103150000399	E.S.I. Act, 1948 and Registration of Employees of the Factories and Establishments under Section 1(5) of the Act, as amended	Regional Office, Employees' State Insurance Corporation	December 04, 2019	Valid until cancelled
2.	Registration under Employees' State Insurance Corporation (ESIC)- For Factory	34311103150010399	E.S.I. Act, 1948 and Registration of Employees of the Factories and Establishments under Section 1(5) of the Act, as amended	Sub-Regional Office, Employees' State Insurance Corporation	January 05, 2020	Valid until cancelled
3.	Registration under Employees' Provident Funds	MHBAN2047383000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation Ministry of Labour and Employment	December 04, 2019	Valid until cancelled
4.	Professional Tax Registration	27731202104P	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975 (under sub-section (1) of section 5)	Maharashtra Sales Tax Department	July 13, 2016	Valid until cancelled
5.	Maharashtra Labour Welfare Board	MUMUMK000024	Maharashtra Labour Welfare Fund Act, 1953	Welfare Commissioner	December 1, 2019	Valid until cancelled

VI. Quality Certifications Approvals obtained by our Company:

Sr. No.	Description	Registration /License No.	Nature of Registration	Issuing Authority	Date of Issue	Date of Expiry
1	ISO 9001:2015	23EQJW20	Quality Management System for the following scope of activities: Manufacturer of Acrylic Resins, Emulsions & Water Based Polyurethane Dispersions	Magnitude Management Services Pvt. Ltd.	January 27, 2023	January 26, 2026

VII. Intellectual property related approvals:

S. No.	Name Applied	Class	Nature of Trademark/ Copyright	Owner	Application Number and Date	Status
1	Trademark Device	1		Kamsons Polymers Pvt. Ltd	Application No. 6612296 Dated: September 06, 2024	Formalities Chk Pass
2	Trademark Device	1		Kamsons Polymers Pvt. Ltd	Application No. 1991474 Dated: July 09, 2010	Registered
3	Wordmark	1	KAMSONS Wordmark	Kamsons Polymers Pvt. Ltd	Application no 5777650 Dated: January 24, 2023	Accepted
4	Wordmark	1	KAMTHANE Wordmark	Kamsons Polymers Pvt. Ltd	Application no 5553434 Dated: August 01, 2022	Opposed

OUR GROUP COMPANY

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India as per Restated Financial Statements. Further, pursuant to a resolution of our Board dated December 14, 2024 for the purpose of disclosure in relation to Group Companies in connection with the Offer, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions: -

(i) Such Company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations and;

(ii) Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements. Based on the above, there are no Group Company of our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed at their meeting held on December 14, 2024 authorized the Offer, 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 Extraordinary General Meeting held on December 19, 2024 authorized the Offer.

Offer for Sale

Approval from the promoter selling shareholders

The Offer for Sale has been authorised by a resolution of the Board of Directors of the Company passed at their meeting held on December 14, 2024 and by shareholders of our Company at an Extra Ordinary General Meeting held on December 19, 2024

Each of the promoter selling shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of promoter selling shareholders	Authorization letter date	No. of equity shares offered	% of the pre-Offer paid-up Equity Share capital of our Company
Kunal Mehra	December 14, 2024	6,18,000	3.34
Sapna Mehra	December 14, 2024	6,18,000	3.34
Total		12,36,000	6.68

Each of the Promoter Selling Shareholders, severally and not jointly, confirm that it is in compliance with Regulation 8 of the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

In-principle Approval:

Our Company has obtained in-principle approval from the NSE Emerge (SME Platform) for using its name in the Offer Documents pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

Our Company, Promoter Selling Shareholders, our Directors, our Promoters, Promoter Group, Directors, persons in control of our Company and companies or entities with which our Company's Directors are associated as Directors / Promoters / partners are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or Governmental Authority in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither our Company, nor Promoters, nor Promoter Group, nor Promoter Selling Shareholders, nor any of our directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

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 233 of this Draft Red Herring Prospectus.

Association with Securities Market:

None of our Directors are, in any manner, associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors in the past 5 years.

Prohibition by RBI:

Neither our Company, our Promoters, Promoter Group, Promoter Selling Shareholders, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender 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 233 of this Draft Red Herring Prospectus.

Prohibition with respect to wilful defaulters or a fraudulent borrower:

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018:

Our Company, each of the Promoter Selling Shareholder, Promoters and members of Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, and to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer 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 face value capital is more than ten crore rupees and up to twenty-five crore rupees and we may hence offer 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 offer will be 100% underwritten and that the BRLM to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to section titled “*General Information – Underwriting*” beginning on page 59 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our BRLM submits a copy of the Red Herring Prospectus/ Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the BRLM and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge. For further details of the arrangement of market making please refer to section titled “*General Information – Details of the Market Making Arrangements for this Offer*” beginning on page 60 of this Draft Red Herring Prospectus.

- e) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors or promoter selling shareholders 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 promoters 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 promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to NSE Emerge and National Stock Exchange of India Limited is the Designated Stock Exchange.
- j) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up.
- l) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

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 21, 2024 and National Securities Depository Limited (NSDL) dated November 28, 2024 for establishing connectivity.
2. Our Company has a website i.e. www.kamsons.com
3. The Equity Shares of our Company held by our Promoters are in dematerialised form; and
4. 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 Draft Red Herring Prospectus.
5. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE Emerge:

1. Our company was originally formed as Private Limited Company in the name and style of "Supreme Drugs Private Limited" vide Certificate of Incorporation dated February 04, 2005 issued by Registrar of Companies, Maharashtra bearing CIN U24230MH2005PTC151012. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 20, 2016, the name of our Company was changed from "Supreme Drugs Private Limited" to "Kamsons Polymers Private Limited" and a fresh certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai vide certificate dated February 12, 2016. Subsequently, our Company was converted into a Public Limited Company vide Special Resolution passed by the shareholders at the Extra Ordinary General Meeting, held on June 22, 2024 and consequently the name of our Company was changed from "Kamsons Polymers Private Limited" to "Kamsons Polymers Limited" vide a certificate of Incorporation consequent upon conversion to public company dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre bearing CIN U24230MH2005PLC151012.
2. The post offer paid up capital of the company will be [●] equity shares of face value of Rs.10/- aggregating up to Rs. [●] which is less than Rs. 25 Crores.

3. The Company has a track record of at least 3 years as on the date of filling Draft Red Herring Prospectus.
4. The company/entity has operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth	8,375.44	5,989.39	4,263.42
Operating profit (earnings before interest, depreciation and tax)	2,890.58	2,316.65	2,236.47

5. Our company confirms that it has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.
6. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, group companies, companies promoted by the promoter of the Company.
7. Our 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.
8. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
9. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
10. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
11. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
12. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
13. We confirm that:
 - i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
 - ii. There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
 - iii. 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**” beginning on page 233 of this Draft Red Herring Prospectus.
 - iv. There are no criminal cases/investigation/offences filed against the director of the company with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences, except as stated in the section titled “**Outstanding Litigation and Material Developments**” beginning on page 233 of this Draft Red Herring Prospectus.

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 THIS DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 OFFER.

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 DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 23, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies, Maharashtra 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 closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
Mainboard IPO's								
1	Manba Finance Limited [^]	150.84	120.00	September 30, 2024	145.00	15.89% [-5.21%]	30.34% [-7.74%]	N.A.
2	Enviro Infra Engineers Limited [^]	650.43	148.00	November 29, 2024	220.00	116.12% [-1.32%]	N.A.	N.A.
SME IPO's								
1	My Mudra Fincorp Limited	33.60	110.00	September 12, 2024	130.00	-12.36% [-1.67%]	-22.18% [-3.07]	N.A.
2	Vision Infra Equipment Solutions Limited	106.21	163.00	September 13, 2024	205.00	0.25% [1.55%]	9.72% [-2.82%]	N.A.
3	Shubhshree Biofuels Energy Limited	16.56	119.00	September 16, 2024	189.00	90.76% [-1.29%]	175.21% [-2.42%]	N.A.
4	Wol 3D India Limited	25.56	150.00	September 30, 2024	180.05	-5.70% [-5.21%]	-7.33% [-7.74%]	N.A.

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing
5	Unilex Colours and Chemicals Limited	31.32	87.00	October 03, 2024	89.00	-12.64% [-4.97%]	-1.03% [-6.36%]	N.A.
6	Sahasra Electronic Solutions Limited	186.16	283.00	October 04, 2024	537.70	171.52% [-3.24%]	80.88% [-5.08%]	N.A.
7	Forge Auto International Limited	31.10	108.00	October 04, 2024	113.00	-9.35% [-3.24%]	-16.94% [-5.08%]	N.A.
8	Danish Power Limited	197.90	380.00	October 29, 2024	570.00	129.74% [-0.78%]	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

^NSE as designated stock exchange

- 1) The scrip of My Mudra Fincorp Limited, Vision Infra Equipment Solutions Limited, Shubhshree Biofuels Energy Limited, Wol 3D India Limited, Manba Finance Limited, Unilex Colours and Chemicals Limited, Sahasra Electronic Solutions Limited, Forge Auto International Limited have not completed its 180th day from the date of listing and Danish Power Limited and Enviro Infra Engineers Limited have not completed its 90th 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- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	15 ⁽¹⁾	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 ⁽²⁾	680.45	-	-	1	12	5	3	-	-	2	12	5	2
2024-25	25 ⁽³⁾	2,114.60	-	-	5	11	2	7	-	-	-	5	2	2

- 1) The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023.

- 2) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024.

- 3) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, 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 Machinerics (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, Namu 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 and Forge Auto International Limited was listed on October 04, 2024, Danish Power Limited was listed on October 29, 2024 and Enviro Infra Engineers Limited was listed on November 29, 2024.

Note:

- a) Based on date of listing.
- b) CNX NIFTY 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 Offer 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, the Directors, the promoter selling shareholders and the Book Running Lead Manager:

Our Company, our Directors, the Promoter Selling Shareholders and the BRLM accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information including our Company's website at www.kamsons.com or any website of any affiliate of our Company, or any of the Promoter Selling Shareholder, would be doing so at his or her own risk. It is clarified that neither the Promoter Selling Shareholder, nor their affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such promoter Selling Shareholder in relation to itself and/or the Equity Shares offered by him through the Offer for Sale.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Hem securities Limited) our Company and promoter selling shareholders of the Company on January 10, 2025 and the Underwriting Agreement dated [●] entered into between the Underwriters, promoter selling shareholders and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the BRLM 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 BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, the promoter Selling Shareholders, 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, the promoter Selling shareholders, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Disclaimer Clause of the Promoter Selling Shareholders

The promoter selling shareholder will be severally responsible for the respective statements confirmed or undertaken by it in this Draft Red Herring Prospectus in relation to itself and its respective portion of the offered shares.

Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the promoter selling shareholders, 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 Promoter Selling Shareholders, 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 Offer.

Disclaimer in Respect of Jurisdiction:

This Offer 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 Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the NSE Emerge of NSE:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an

exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

The Draft Red Herring Prospectus is being filed with NSE, 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 will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

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

Listing:

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE Emerge.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within three (3) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Three (3) Working Days from the Offer Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation:

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013.

Consents:

Consents in writing of (a) Our Directors, Promoter Selling Shareholders, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Syndicate Member*, Registrar to the Offer, Banker to the Offer (Sponsor Bank)*, Legal Advisor to the Offer, Underwriter to the Offer* and Market Maker to the Offer* to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

**The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Shah Gupta & 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 Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Expert Opinion:

Except for the reports mentioned in the section titled “*Financial Information of the Company*” and “*Statement of Special Tax Benefits*” on page 166 and page 92 our company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Book Running Lead Manager will be as per the (i) Offer Agreement dated January 10, 2025 with the Book Running Lead Manager, Hem Securities Limited and promoter selling shareholders (ii) the Underwriting Agreement dated [●] with Underwriter and promoter selling shareholders (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Offer Closing Date.

Fees Payable to the Registrar to the Offer:

The fees payable to the Registrar to the Offer 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 Offer dated January 10, 2025 a copy of which is available for inspection at our Company’s registered Office.

The Registrar to the Offer 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 Offer to enable it to send allotment advice by registered post/ speed post.

Previous Public or Rights Issues during the last five (5) years:

Our Company has not made any previous public or rights issue in India or abroad during the five (5) years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled “*Capital Structure*” beginning on page 63 of this Draft Red Herring Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Particulars in regard to the company and other listed group companies/ subsidiaries/ associates which made any capital issue during the last three years:

There have been no public issues or rights issues undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies, subsidiaries or associates.

Performance vis-a-vis objects – Public/ Right issue of our Company:

Our Company has not undertaken any public, including any rights issues to the public in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Option to Subscribe:

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments:

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring 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 Offer and our Company and the Promoter Selling Shareholders dated January 10, 2025 provides for retention of records with the Registrar to the Offer 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 Offer for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Offer. All grievances, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company:

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be seven (7) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved; our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Neha Kanodia, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Neha Kanodia

Company Secretary & Compliance Officer

Kamsons Polymers Limited

Address: 1003 Embassy Chamber 10th Floor, 3rd Road

CTS-E/85 859 B-2 Plot No. 5 Opp Simran Plaza Khar, (West),

Tel. No.: +91 22 4202 9999

Email: cs@kamsons.com

Website: www.kamsons.com

The Promoter Selling Shareholder has authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of their respective portion of the Offered Shares.

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer 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 December 14, 2024 constituted a Stakeholders Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For further details, please refer to section titled “**Our Management**” beginning on page 146 of this Draft Red Herring Prospectus.

Status of Investor Complaints:

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Offer 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 92 of this Draft Red Herring Prospectus.

Purchase of Property:

Other than as disclosed in Section “**Our Business**” beginning on page 111 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 Offer or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled “**Capital Structure**” beginning on page 63 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Red Herring Prospectus.

Servicing Behaviour:

Except as stated in this Draft, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled "*Our Management*" beginning on page 146 and chapter titled "*Financial Information*" beginning on page 166 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

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

SECTION VIII- OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being Offered 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, 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 Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer 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 Offer 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 Offer.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the 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 Offer and Depository Participants as and when the same is made available.

Authority for the Offer

The present public offer of up to 61,92,000 equity Shares includes a fresh issue of up to 49,56,000 equity shares and an offer for sale by the promoter selling shareholder of up to 12,36,000 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 14, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on December 19, 2024 in accordance with the provisions of Section 23(1)(c), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

The Offer for Sale has been authorized by the Promoter Selling Shareholder by their respective consent letters dated December 14, 2024

Name of the Promoter Selling Shareholders	Type	No. of Equity Shares Offered
Kunal Mehra	Promoter	6,18,000
Sapna Mehra	Promoter	6,18,000
Total		12,36,000

Ranking of Equity Shares

The Equity Shares being offered 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 Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, **“Main Provisions of Article of Association”**, beginning on page 302 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but

not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “*Dividend Policy*” and “*Main Provisions of Article of Association*” beginning on page 165 and 302 respectively of this Draft Red Herring Prospectus.

Face Value and Offer Price

The face value of each Equity Share is ₹ 10.00 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band, employee discount (if any), and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Offer 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.

The Offer

The Offer comprises a Fresh Offer by our Company and an Offer for Sale by the Promoter Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and each of the Promoter Selling Shareholders in the manner specified in “*Objects of the Offer*” on page 75 of Draft Red Herring Prospectus.

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 302 of this Draft Red Herring Prospectus.

Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but

be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated November 28, 2024 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated November 21, 2024 between CDSL, our Company and Registrar to the Offer.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of employee discount, if any, as applicable at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less employee discount, if any, as applicable, at the time of making a Bid.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Offer.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated November 28, 2024 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated November 21, 2024 between CDSL, our Company and Registrar to the Offer.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in this the Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and all the monies blocked by SCSB s collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/ authorities in Mumbai, Maharashtra, India.

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 are only being will be offered or and sold outside the United States in compliance with Regulation S under of the U.S. Securities Act, 1933 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 Bids 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 Corporate Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Subscription List of Public Offer

Offer Program

Event	Indicative Dates
Bid/ Offer Opening Date	[●] ¹
Bid/ Offer Closing Date	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	On or about [●]

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE Emerge platform is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

²Our Company in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

****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/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix**

the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

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

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Bidders Applicants on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Bidders, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription and Underwriting

This Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

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 50 (Fifty).

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "**General Information - Underwriting**" on page 59 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹ 25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores and if the company fulfils the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter

in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Offer are proposed to be listed on the NSE Emerge, wherein the BRLM (Book Running Lead Manager) to this Offer 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 NSE Emerge.

For further details of the agreement entered into between the Company the BRLM (Book Running Lead Manager) and the Market Maker please refer to section titled **“General Information - Details of the Market Making Arrangements for this Offer”** on page 60 of this Draft Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of NSE.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Offer:

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 Offer 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 deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Offer.

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- Offer Equity Shares, Promoters minimum contribution in the Offer, as detailed under section titled **“Capital Structure”** beginning on page 63 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled **“Main Provisions of the Articles of Association”** beginning on page 302 of this Draft Red Herring Prospectus.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Draft Red Herring Prospectus with the RoC publish a pre-Offer advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

Withdrawal of the Offer

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Bid/ Offer Opening date but before the Allotment. In such an event, our Company would Offer a public notice in the newspaper in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLM through, the Registrar to the Offer, 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 Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer 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 Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer or offer for sale of the Equity Shares, our Company shall 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-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

OFFER STRUCTURE

This Offer 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 face value capital is more than ten crore rupees and up to twenty-five crore rupees shall Offer 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 Offer please refer chapter titled “*Terms of the Offer*” and “*Offer Procedure*” on page 256 and 269 of this Draft Red Herring Prospectus.

Offer Structure:

The present offer is of up to 61,92,000 Equity Shares of face value of ₹10.00/- each (“Equity Shares”) for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “Offer Price”) aggregating to ₹ [●] Lakhs (“the Offer”) by the issuer Company (the “Company”) comprising of a fresh issue of up to 49,56,000 equity shares aggregating to ₹ [●] Lakhs (the “Fresh Issue”) and an Offer for Sale of up to 12,36,000 equity shares by the Promoter selling shareholders (“Offer for Sale”) aggregating to ₹ [●] Lakhs of which [●] equity shares of face value of ₹10.00/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker to The Offer (the “Market Maker Reservation Portion”).

The Offer comprises a reservation of [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker (“*the Market Maker Reservation Portion*”) and up to [●] Equity Shares of ₹ 10 each for subscription by Employee Reservation Portion and Net Offer to Public of [●] Equity Shares of ₹ 10 each (“*the Net Offer*”). The Offer and the Net Offer will constitute 26.39 % and [●] %, respectively of the post Offer paid up equity share capital of the Company. The Offer is being made through the Book Building Process.

Particulars of the Offer ⁽²⁾	Market Maker Reservation Portion	Employee Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity Shares	Up to [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Offer Size available for allocation	[●] of the Offer Size	The Employee Reservation Portion shall constitute up to 5% of the post Offer paid up Equity Share capital of our Company.	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate#, unless the Employee Reservation	Proportionate as follows (excluding the Anchor Investor Portion):	Proportionate basis subject to minimum allotment of [●]	Proportionate basis subject to minimum

Particulars of the Offer ⁽²⁾	Market Maker Reservation Portion	Employee Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of discount, if any)	(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Equity Shares and further allotment in multiples of [●] Equity Shares	allotment of [●] Equity Shares
Mode of Allotment	Compulsorily in dematerialized form.				
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000 (net of employee discount, if any).	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000

Particulars of the Offer ⁽²⁾	Market Maker Reservation Portion	Employee Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares 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.	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

Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹200,000 (net of employee discount, if any) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- ⁽¹⁾ *Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.*
- ⁽²⁾ *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post Offer paid-up Equity share capital of the Company. This Offer 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 Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers 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 Offer 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 “**Offer Procedure - Bids by FPIs**” on pages 279 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.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. 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 Offer, 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-Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering 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 Offer 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) the filing of Red Herring Prospectus/ Prospectus with RoC.

Offer Program

Event	Indicative Date
Bid/ Offer Opening Date	[•] ¹
Bid/ Offer Closing Date	[•] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[•]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account Id Linked Bank Account* (T+2)	[•]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	[•]
Commencement of Trading of The Equity Shares on the Stock Exchange(T+3)	[•]

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE Emerge is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Note¹ Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

²Our Company in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Offer Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular applicant, the details as per physical Bid-Cum-application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars (the "General Information Document") which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("UPI Phase II"). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective 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 ("T+3 Notification"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 ("SEBI RTA Master Circular") and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (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).

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

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 Draft Red Herring 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 Draft Red Herring Prospectus.

Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

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. This shall be applicable voluntarily for all public issues opening on or after September 1, 2023 and shall be mandatory for all public issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

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 Draft Red Herring Prospectus.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus

The BRLM shall be the nodal entity for any issues arising out of public issuance process

Further, our Company and the Syndicate are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.

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 Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from

domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 2 lakhs up to ₹ 10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Further, in the event of an undersubscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of employee discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of employee discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	[●]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[●]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[●]
Eligible Employee Bidding in the Employee Reservation Portion***	[●]

*Excluding Electronic Bid cum Application Form

** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

***Bid cum application Forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (2) to (5) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
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 shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Draft Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta.

- Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
 - d) Mutual Funds registered with SEBI;
 - e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
 - f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
 - g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
 - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
 - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
 - j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
 - k) Foreign Venture Capital Investors registered with the SEBI;
 - l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
 - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
 - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
 - o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
 - p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
 - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
 - r) Multilateral and bilateral development financial institution;
 - s) Eligible QFIs;
 - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
 - u) Insurance funds set up and managed by the Department of Posts, India;
 - v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size.

However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the [●] English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and of regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be published in all editions of the English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and of regional newspaper [●] each with wide circulation where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB

Portion shall not be considered as multiple Bids.

- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Offer Procedure**” beginning on page 269 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Option to Subscribe in the Offer

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be filed with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus/ Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but up to ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer 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/Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of

Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY ELIGIBLE NRIS:

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 Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. A FII shall not be eligible to invest as FII after registering as 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 Offer, 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 Offer 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-Offer 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 Offer 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 Offer 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 Offer 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 Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY ELIGIBLE EMPLOYEES

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of employee discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of employee discount, if any). Allotment in the Employee Reservation Portion will be as detailed in the section “*Offer Structure*” on page 264 of this Draft Red Herring Prospectus.

However, Allotments to Eligible Employees in excess of ₹200,000 (net of employee discount, if any) shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of employee discount, if any). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

1. Made only in the prescribed Bid cum Application Form or Revision Form.
2. Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
3. In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.
4. Bids by Eligible Employees may be made at Cut-off Price.
5. Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this portion.
6. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹200,000 (net of Employee Discount, if any). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹200,000 (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹500,000 (net of Employee Discount, if any).
7. If the aggregate demand in this portion is less than or equal to 66,000 Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
8. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
9. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

As per the 5th April, 2022 circular SEBI/HO/CFD/DIL2/CIR/P/2022/45, Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see “*Offer Procedure*” on page 269 of the Draft Red Herring Prospectus.

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 is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY 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 Offer 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 Offer 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 Offer 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 Draft 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 Draft 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 Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making 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 OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer 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 Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “[●]”
- b. In case of Non-Resident Anchor Investors: “[●]”
- c. 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 Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries

- (ii) The applications uploaded by any Designated Intermediaries
- (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
 - Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not

in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer 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/ Offer Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

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

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

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- Our company has entered into an Underwriting Agreement dated [●]
- A copy of Red Herring Prospectus/ Prospectus will be filed with the RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Offer 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-Offer 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-Offer advertisement, we shall state the Bid Opening Date and the Bid/Offer 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.

ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:

Our Company will Offer a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Offer period and withdraw their Bids until Bid/Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

- Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is

- active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
 6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
 7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
 8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
 9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
 10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
 11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
 12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
 13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
 14. Ensure that the Demographic Details are updated, true and correct in all respects;
 15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
 16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
 17. Ensure that the category and the investor status is indicated;
 18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
 19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
 20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
 21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
 22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
 23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
 24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
 25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or 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 (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by UPI Bidders) and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
11. 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;
12. Do not submit the General Index Register number instead of the PAN;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Bids by UPI Bidders with Bid Amount of a value of more than ₹200,000 (net of retail discount) and for Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value more than ₹ 500,000;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or

Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-Offer or post Offer related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a) During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

GROUND OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- 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 DRHP;
- 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/Offer Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;

- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the 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 Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. 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 Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer 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 Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer 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 Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 101% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

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 application s 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 offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the offer. 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 2 working days of the Offer 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 Offer Account to Public Offer 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 Offer Account with the Bankers to the offer.

The Company will Offer 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 2 working days of the Bid/Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer 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 Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer 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 Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Offer 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 Offer 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 Offer by our Company;

- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Offer 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 Offer 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 Offer after the Bid/Offer 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/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer 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 Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange, in the event our Company subsequently decides to proceed with the Offer;
- 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.

Undertakings by the Promoter Selling Shareholders

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Promoter Selling Shareholders in this Draft Red Herring Prospectus shall be deemed to be “*Statements and Undertakings made by the Promoter Selling Shareholders*”. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholders. The Promoter Selling Shareholders specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

- i. The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
- ii. It shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
- iii. The portion of the offered Shares have been held by the Promoter Selling Shareholders for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- iv. He is the legal and beneficial owner and has full title of its respective portion of the offered Shares.
- v. That he shall provide all reasonable co-operation as requested by our Company and the Book Running Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of his portion of the offered Shares.
- vi. He will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.
- vii. He will deposit his respective portion of the offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- viii. He shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law;
- ix. That he will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The Promoter Selling Shareholders has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale.

Utilization of Offer Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer 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 Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer 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 Offer, 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 Offer.
- 5) Our Company shall not have recourse to the Offer 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 Offer 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 November 28, 2024 between NSDL, the Company and the Registrar to the Offer;
- Tripartite Agreement dated November 21, 2024 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. INE1BO801012.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

THE COMPANIES ACT, 2013

THE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KAMSONS POLYMERS LIMITED

Preliminary

The regulations contained in Table “F” in Schedule I to the Companies Act, 2013 (hereinafter referred to as Table ‘F’) shall apply to the Company so far and so far, only as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provision in these regulations.

INTERPRETATION

I 1. In these regulations-

- a) “the Act” means the Companies Act, 2013,
- b) “the seal” means the common seal of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

- b. 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 be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.
 - iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- ii. The provisions of Articles (2) and(3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
 - i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55 of the Act, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9.
 - i. The company shall have a first and paramount lien
 - a. on every share (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.
 - iii. That fully paid shares shall be free from all lien, while in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made-

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11.
 - i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
 - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12.
 - i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13.
 - i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - iii. A call may be revoked or postponed at the discretion of the Board.
 - iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. 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.

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 decline 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 recognise any instrument of transfer unless—
 - a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - c. the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23.
 - i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
 - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
 - iii. That a common form of transmission shall be used
24.
 - i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
 - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25.
 - i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
 - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall-
- a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. i. A forfeited share may be sold or otherwise disposed 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.
31. i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii. The transferee shall thereupon be registered as the holder of the share; and
- iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of 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.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution-
- 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.
 - v. Permission for sub-division/ consolidation of share certificates
36. 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.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
- it share capital;
 - any capital redemption reserve account; or
 - any share premium account.

CAPITALISATION OF PROFITS

38. The company in general meeting may, upon the recommendation of the Board, resolve-
- i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - iii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
 - a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

- v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- a. make all appropriations and applications of the undivided profits resolved to be 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. The Board shall have power-
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- iii. Any agreement made under such authority shall be effective and binding on such members

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote;
 - ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
 - iii. That option or right to call of shares shall not be given to any person except with the sanction of the Company in general meetings
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
54. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:
1. Shivagouda Shidagouda Patil
 2. Shashidhar Shivagouda Patil
59. 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 travelling, 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.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, 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.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- 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.

PROCEEDINGS OF THE BOARD

65. 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.
66. i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. i. A committee may elect a Chairperson of its meetings.
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. i. A committee may meet and adjourn as it thinks fit.
- ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. Subject to the provisions of the Act,
- i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed 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
75. 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.

DIVIDENDS AND RESERVE

76. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
77. 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.
78. 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.
79. i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is

paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

80. 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.

81. 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.

82. 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.

83. 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.

84. No dividend shall bear interest against the company.

ACCOUNTS

85. i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

86. Subject to the provisions of Chapter XX of the Act and rules made thereunder-

i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

87. 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 X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Draft Red Herring Prospectus until the Offer Closing Date.

Material Contracts

1. Agreement dated January 10, 2025 between our Company, Promoter Selling Shareholders and the Book Running Lead Manager to the Offer.
2. Agreement dated January 10, 2025 executed between our Company, Promoter Selling Shareholders and the Registrar to the Offer.
3. Banker to the Offer Agreement dated [●] among our Company, Book Running Lead Manager, Promoter Selling Shareholders, Banker to the Offer and the Registrar to the Offer.
4. Share Escrow Agreement dated [●] entered into among the Promoter Selling Shareholders, our Company and the Share Escrow Agent.
5. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
6. Underwriting Agreement dated [●] between our Company, Book Running Lead Manager, Promoter Selling Shareholders and Underwriter.
7. Syndicate Agreement dated [●] between our Company, Book Running Lead Manager, Syndicate Members and Promoter Selling Shareholders.
8. Tripartite Agreement dated November 21, 2024 among CDSL, the Company and the Registrar to the Offer.
9. Tripartite Agreement dated November 28, 2024 among NSDL, the Company and the Registrar to the Offer.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated February 04, 2005 issued by the Registrar of Companies, Maharashtra.
3. Fresh Certificate of Incorporation Consequent upon Change of Name dated February 12, 2016 issued by the Registrar of Companies, Mumbai.
4. Fresh Certificate of Incorporation dated August 20, 2024 issued by the Registrar of Companies, Central Processing Centre consequent upon Conversion of the Company to Public Company
5. Copy of the Board Resolution dated December 14, 2024 authorizing the Offer and other related matters.
6. Copy of Shareholder's Resolution dated December 19, 2024 authorizing the Offer and other related matters.
7. Copies of Audited Financial Statements of our Company for the stub period ended September 30, 2024 and period ended March 31 2024, March 31, 2023 and March 31, 2022.
8. Statutory Auditors Report dated January 10, 2025 on the Restated Financial Statements for the six months period ended September 30, 2024 and financial years ended March 31 2024, March 31, 2023 and March 31, 2022.
9. Copy of the Statement of Tax Benefits dated January 10, 2025 from the Statutory Auditor.
10. Certificate on KPI's issued by our statutory auditors namely M/s Shah Gupta & Co., Chartered Accountants dated January 10, 2025.
11. Consents of the Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Market Maker, Underwriter, Syndicate Member, Banker to the Offer/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Promoters, Directors, Promoter Selling Shareholders, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
12. Board Resolution dated January 23, 2025 for approval of Draft Red Herring Prospectus, dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
13. Due Diligence Certificate from Book Running Lead Manager dated January 23, 2025.
14. Approval from NSE vide letter dated [●] to use the name of NSE in the Red Herring Prospectus & Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the NSE.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Navin R Mehra Managing Director DIN: 01266845	Sd/-

Date: January 23, 2025

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Kunal Mehra Whole Time Director DIN: 05267266	Sd/-

Date: January 23, 2025

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Sapna Mehra Non-Executive Director DIN: 07942422	Sd/-

Date: January 23, 2025

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Dhiren A Bontra Independent Director DIN: 09591605	Sd/-

Date: January 23, 2025

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Nidhi Kirti Bhatt Independent Director DIN: 07773954	Sd/-

Date: January 23, 2025

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Name and Designation	Signature
Neha Kanodia Company Secretary & Compliance Officer M. No.: A27578	Sd/-

Date: January 23, 2025

Place: Thane

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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Pradip Shivshankar Joshi Chief Financial Officer	Sd/-

Date: January 23, 2025

Place: Mumbai

DECLARATION BY PROMOTER SELLING SHAREHOLDERS

I, Kunal Mehra, hereby confirms that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus, about or in relation to myself as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY:

Name and Designation	Signature
Kunal Mehra Promoter Selling Shareholder	Sd/-

Date: January 23, 2025

Place: Mumbai

DECLARATION BY PROMOTER SELLING SHAREHOLDERS

I, Sapna Mehra, hereby confirms that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus, about or in relation to myself as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY:

Name and Designation	Signature
Sapna Mehra Promoter Selling Shareholder	Sd/-

Date: January 23, 2025

Place: Mumbai